

ASBURY AUTOMOTIVE GROUP INC

Form 4

February 24, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sawicki Michael

(Last) (First) (Middle)

C/O ASBURY AUTOMOTIVE
GROUP, INC., 2905 PREMIERE
PARKWAY NW, SUITE 300

(Street)

DULUTH, GA 30097

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolASBURY AUTOMOTIVE GROUP
INC [ABG]3. Date of Earliest Transaction
(Month/Day/Year)
02/20/20154. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) VP, Controller & CAO6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)			
Common Stock	02/20/2015		M	518 ⁽¹⁾	A \$ 0	5,131	D
Common Stock	02/20/2015		F	173 ⁽²⁾	D \$ 78.87	4,958	D
Common Stock	02/20/2015		F	128 ⁽³⁾	D \$ 78.87	4,830	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not**SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Puts, Calls, Warrants, etc. (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Share Units	(4)	02/20/2015		M	518	(4)	(4)	Common Stock Par Value \$.01 per share	518

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sawicki Michael C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PARKWAY NW, SUITE 300 DULUTH, GA 30097	VP, Controller & CAO

Signatures

/s/ George A. Villasana, Attorney
in Fact 02/24/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Represents shares of the Issuer's common stock issued upon the vesting of performance share units granted on February 20, 2013. This transaction represents the vesting of the second tranche of this award.
- (2) Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of performance share units granted on February 20, 2013.
- (3)

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Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of shares of restricted stock granted on February 20, 2013.

Represents vesting of performance share units upon the Issuer having met certain performance objectives, which objectives were certified as having been met on March 4, 2014. Each performance share unit converts into one share of the Issuer's common stock upon vesting.

- (4) One-third of the performance share units granted on February 20, 2013 vested upon certification of the objectives having been met, which occurred on March 4, 2014, an additional one-third vested on February 20, 2015 and the remaining one-third will vest on February 20, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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