

BURGESS LYNNE A

Form 4/A

March 20, 2009

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

Check this box  
if no longer  
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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BURGESS LYNNE A

2. Issuer Name **and** Ticker or Trading  
Symbol  
ASBURY AUTOMOTIVE GROUP  
INC [ABG]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O ASBURY AUTOMOTIVE  
GROUP, INC., 622 THIRD  
AVENUE, 37TH FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/18/2009

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Vice President, GC & Secretary

(Street)  
NEW YORK, NY 10017

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
03/18/2009

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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)
Common stock, par value \$.01 per share	03/18/2009		A	2,000 (1)	A \$ 0 13,359	D	
Common stock, par value \$.01 per share	03/18/2009		F	676	D \$ 3.65 12,683	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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474  
(9-02)

**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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BURGESS LYNNE A  
C/O ASBURY AUTOMOTIVE GROUP, INC.  
622 THIRD AVENUE, 37TH FLOOR  
NEW YORK, NY 10017

Vice President, GC & Secretary

## Signatures

Lynne A. 03/20/2009  
Burgess

\*\*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).

These shares of the Issuer's common stock were awarded by the Issuer to the reporting person as settlement of certain non-derivative performance shares that were granted for the performance period of fiscal years 2006, 2007 and 2008 (the "Period"). Each performance share converts into one share of the Issuer's common stock and the vesting of such performance shares are contingent upon the Issuer

- (1) meeting certain performance objective for the Issuer's earning per share and performance of its four revenue sources over the Period. Had the Issuer achieved 100% of its performance goals for the Period, the reporting person would have received 5,000 shares of common stock. The Issuer achieved 40% of its targeted performance goals for the Period and thus awarded the reporting person 2,000 shares of its common stock, representing 40% of the targeted amount.

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

## Edgar Filing: BURGESS LYNNE A - Form 4/A

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