Kearney Michael Form 4/A March 17, 2011

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Kearney Michael			ool BURY AUTO [ABG]	OMOTIVI	E GRO	Issuer (Check all applicable)				
(Last) (First) (Middle)  C/O ASBURY AUTOMOTIVE GROUP, INC., 2905 PREMIERE PARKWAY NW			3. Date of Earliest Transaction (Month/Day/Year) 02/15/2011				Director 10% Owner Officer (give title Other (specify below) EVP & COO			
(Street)  DULUTH, GA 30097			4. If Amendment, Date Original Filed(Month/Day/Year) 02/17/2011				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)	Гable I - Non-I	Derivative S	Securiti	ies Acc	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deem (Month/Day/Year) Execution any (Month/D		Code	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common stock, par value \$.01 per share	02/15/2011		Code V	Amount 23,600 (1)	or (D)	Price	(Instr. 3 and 4) 152,782	D		
Common stock, par value \$.01 per share	02/16/2011		F	5,493 (2)	D	\$ 0	147,289	D		

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

#### Edgar Filing: Kearney Michael - Form 4/A

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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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration Da		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Teal)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Under	lying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Kearney Michael

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

COO

EVP &

**DULUTH, GA 30097** 

# **Signatures**

Darlene Quashie, Attorney-in-Fact

03/17/2011

\*\*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).
- The reporting person was granted restricted stock under the Issuer's 2022 Equity Incentive Plan. The restricted stock vests in three equal annual installments beginning on February 15, 2012.
- Represents the number of shares of the Issuer's common stock withheld for payment of taxes on shares of restricted stock that vested on **(2)** February 16, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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