

DURHAM MICHAEL J

Form 4

February 17, 2012

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DURHAM MICHAEL J

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)

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

02/15/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

DULUTH, GA 30097

(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 Indirect Beneficial Ownership (Instr. 4)
Common stock, par value \$.01 per share	02/15/2012		S	10,000 D	\$ 25.9 (2) 43,926	D	
Common stock, par value \$.01 per share	02/15/2012		M	10,000 A	\$ 14.06 53,926	D	
Common stock, par	02/15/2012		S	10,000 D	\$ 25.8 (3) 43,926	D	

value \$.01
per share

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

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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 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. Amount or Number of Shares
Stock Option (right to buy)	\$ 14.06	02/15/2012		M	10,000	<u>(1)</u> 05/09/2015	Common stock, par value \$.01 per share	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DURHAM MICHAEL J
C/O ASBURY AUTOMOTIVE GROUP, INC.
2905 PREMIERE PKWY NW, SUITE 300
DULUTH, GA 30097

X

Signatures

Darlene Quashie,
Attorney-in-Fact 02/17/2012

__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) The reporting person was granted a stock option to purchase 15,000 shares of the Issuer's common stock on May 9, 2005, which stock option vested in three equal installments beginning on the first anniversary of the grant date.

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- Represents the weighted average share price of an aggregate total of 10,000 shares of the Issuer's common stock sold in the price range of
- (2) \$25.90 to \$25.93 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or a security holder, full information regarding the number of shares sold at each separate price.

- Represents the weighted average share price of an aggregate total of 10,000 shares of the Issuer's common stock sold in the price range of
- (3) \$25.50 and \$26.19 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or a security holder, full information regarding the number of shares sold at each separate price.

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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