

Chandler Elizabeth B
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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chandler Elizabeth B

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
____X____ Officer (give title below) ____ Other (specify below)

VP & General Counsel

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)

____X____ 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 Ownership (Instr. 4)
Common stock, par value \$.01 per share	02/15/2012		M	7,500	A \$ 8.33	56,743	D
Common stock, par value \$.01 per share	02/15/2012		S	400	D \$ (1) 26.15	56,343	D
Common stock, par	02/15/2012		S	7,100	D \$ 25.54	49,243	D

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value \$.01
per share

(2)

Common
stock, par
value \$.01
per share

02/16/2012

F

942 (4) D

\$ 0

48,301

D

Common
stock, par
value \$.01
per share

02/16/2012

M

7,500 A

\$ 8.33

55,801

D

Common
stock, par
value \$.01
per share

02/16/2012

S

7,500 D

\$ 26

48,301

D

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (employee right to buy)	\$ 8.33	02/15/2012		M		7,500		<u>(3)</u>	05/13/2019	Common stock, par value \$.01 per share	7,500
Stock Option (employee right to buy)	\$ 8.33	02/16/2012		M		7,500		<u>(3)</u>	05/13/2019	Common stock, par value \$.01 per share	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chandler Elizabeth B C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PKWY NW, SUITE 300 DULUTH, GA 30097			VP & General Counsel	

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) Represents the weighted average share price of an aggregate total of 400 shares of the Issuer's common stock sold in the price range of \$26.00 to 26.21 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.
 - (2) Represents the weighted average share price of an aggregate total of 7,100 shares of the Issuer's common stock sold in the price range of \$25.50 to 25.74 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.
 - (3) The reporting person was granted a stock option to purchase 75,000 shares of the Issuer's common stock on May 13, 2009, which stock option vests in three equal installments beginning on the first anniversary of the grant date.
 - (4) Represents the number of shares of the Issuer's common stock withheld for payment of taxes on shares of restricted stock granted on February 15, 2011.

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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