

Milstein Jed
Form 4
February 11, 2019

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Milstein Jed

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)
02/07/2019

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP & CHRO

2905 PREMIERE
PARKWAY, 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/07/2019		F		188 ⁽¹⁾ D	\$ 69.18	10,616 D
Common Stock	02/07/2019		F		220 ⁽¹⁾ D	\$ 69.18	10,396 D
Common Stock	02/07/2019		A		2,313 ⁽²⁾ A	\$ 0	12,709 D
Common Stock	02/08/2019		F		123 ⁽³⁾ D	\$ 69.02	12,586 D
Common Stock	02/08/2019		M		777 ⁽⁴⁾ A	\$ 0	13,363 D

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- (2) Represents grant of restricted stock award. Vesting will occur in three equal annual installments beginning on the first anniversary of the grant date.
- (3) Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of a restricted stock award granted on February 8, 2017.
- (4) Represents shares of the Issuer's common stock issued upon the vesting of performance share units granted on February 8, 2017. This transaction represents the vesting of one-third of this award.
- (5) Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of performance share units, and the conversion of such units into shares of the Issuer's common stock, granted on February 8, 2017.
- (6) Represents vesting of performance share units upon the Issuer having met certain performance objectives, which objectives were certified as having been met on March 12, 2018. Each performance share unit converts into one share of the Issuer's common stock upon vesting. One-third of the performance share units granted on February 8, 2017 vested upon certification of the objectives having been met, which occurred on March 12, 2018, an additional one-third vested on February 8, 2019 and the remaining one-third vests on February 8, 2020.

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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