

Sawicki Michael
 Form 4
 February 17, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Sawicki Michael

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)
 Controller & CAO

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

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common stock, par value \$.01 per share	02/15/2012		A		1,500 <u>(1)</u>	A	\$ 0 7,083 D
Common stock, par value \$.01 per share	02/15/2012		F		202 <u>(3)</u>	D	\$ 0 6,881 D
Common stock, par	02/16/2012		M		3,334	A	\$ 3.65 10,215 D

value \$.01
per share

Common
stock, par
value \$.01
per share

02/16/2012

S

3,334

D

\$

26.11

6,881

D

(2)

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)	8. 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 (right to buy)	\$ 3.65	02/15/2012		M	3,334	<u>(4)</u>	11/21/2018	Common stock, par value \$.01 per share	3,334

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Sawicki Michael
C/D ASBURY AUTOMOTIVE GROUP, INC.
2905 PREMIERE PARKWAY NW
DULUTH, GA 30097

Controller
& CAO

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 restricted stock under the Issuer's 2002 Equity Incentive Plan. The restricted stock will vest in three equal annual installments beginning on February 15, 2013.

(2) Represents the weighted average share price of an aggregate total of 3,334 shares of the Issuer's common stock sold in the price range of \$26.08 to 26.14 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) 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.

(4) The reporting person was granted a stock option to purchase 10,000 shares of the Issuer's common stock on November 21, 2008, which stock option vested in three equal installments beginning on the first anniversary of the grant date.

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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