## Edgar Filing: PARHAM JOSEPH G JR - Form 4

PARHAM J	OSEPH G JR										
Form 4											
March 20, 20	013										
FORM	14								OMB AF	PPROVAL	
UNITED STATES S				SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549					OMB Number:	3235-0287	
Check th if no long							Expires:	January 31,			
subject to Section 1 Form 4 o	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Estimated average burden hours per response 0.5				
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns Section 1	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 I	Responses)										
1. Name and Address of Reporting Person <u>*</u> PARHAM JOSEPH G JR			2. Issuer Name <b>and</b> Ticker or Trading Symbol ASBURY AUTOMOTIVE GROUP					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			INC [A]	-							
GROUP, IN	(First) RY AUTOMO IC., 2905 PREM ( NW, SUITE (	MIERE	3. Date of (Month/D 03/18/20	-	ansaction			Director X Officer (give below) VP, C		Owner er (specify r	
(Street) 4. If An			4. If Ame	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			
DULUTH,	GA 30097							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Dec (Month/Day/Year) Executi any (Month				(Instr. 3, 4 and 5)			Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	03/18/2013			A	2,296 (1)	A	\$0	25,824	D		
Common Stock	03/18/2013			F	766 <u>(2)</u>	D	\$ 37.19	25,058	D		

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

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 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)	Code	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title Amour Underl Securit (Instr. 1	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
PARHAM JOSEPH G JR C/O ASBURY AUTOMOTIVE GROUP, INC 2905 PREMIERE PARKWAY NW, SUITE 30 DULUTH, GA 30097			VP, Chief HR Officer				
Signatures							
/s/ George A. Villasana, Attorney in Fact	03/20/2013						
**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).

Represents shares of the Issuer's common stock that vested in connection with an award of performance share units granted to the Reporting Person in February 2012 for the performance period of fiscal year 2012 (the "2012 Period"). The actual number of performance share units that could be earned was contingent upon the achievement by the Issuer of certain performance goals set at the beginning of the 2012 Period. Fact here a here was contingent upon the achievement by the Issuer of certain performance goals set at the beginning of the 2012 Period.

- (1) the 2012 Period. Each performance share unit earned converts into one share of the Issuer's common stock. For the 2012 Period, the Issuer achieved performance resulting in a payout of a number of shares of common stock equal to 130% of target and thus awarded the Reporting Person 6,890 shares of common stock. In order for the Reporting Person to receive these shares, the Reporting Person must be an employee of the Issuer on the first, second and third anniversaries of the grant date. This transaction represents the vesting of the first tranche of this award.
- (2) Represents the number of shares of the Issuer's common stock withheld for payment of taxes on performance shares granted on February 15, 2012.

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.