

Chandler Elizabeth B  
 Form 4  
 February 17, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 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)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 VP & General Counsel

(Last) (First) (Middle)  
 C/O ASBURY AUTOMOTIVE GROUP, INC., 2905 PREMIERE PKWY NW, SUITE 300  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/15/2012

DULUTH, GA 30097  
 (City) (State) (Zip)

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

**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  | (A) or (D)   | Price                             |
| Common stock, par value \$.01 per share | 02/15/2012                           |  | M                              |   | 7,500   | A  | \$ 8.33                           |
| Common stock, par value \$.01 per share | 02/15/2012                           |  | S                              |   | 400   | D  | \$ 26.15                          |
| Common stock, par                       | 02/15/2012                           |  | S                              |   | 7,100   | D  | \$ 25.54                          |

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|  |            |   |         |   |         |        |   |
|--|------------|---|---------|---|---------|--------|---|
| value \$.01<br>per share                         |            |   |         |   | (2)     |        |   |
| Common<br>stock, par<br>value \$.01<br>per share | 02/16/2012 | F | 942 (4) | D | \$ 0    | 48,301 | D |
| Common<br>stock, par<br>value \$.01<br>per share | 02/16/2012 | M | 7,500   | A | \$ 8.33 | 55,801 | D |
| Common<br>stock, par<br>value \$.01<br>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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         |
| Stock Option (employee right to buy)       | \$ 8.33  | 02/15/2012                           |  | M                              | 7,500   | (3) 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   | (3) 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<br>C/O ASBURY AUTOMOTIVE GROUP, INC.<br>2905 PREMIERE PKWY NW, SUITE 300<br>DULUTH, GA 30097 |               |           | VP & General Counsel |       |

## Signatures

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

\*\*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. 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.