

MONAGHAN CRAIG T
Form 4
August 08, 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 *
MONAGHAN CRAIG T

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)
President & CEO

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

3. Date of Earliest Transaction (Month/Day/Year)
08/06/2012

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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common stock, par value \$.01 per share	08/03/2012		G	V <u>74,461</u> ⁽¹⁾ D \$ 0	221,820	D	
Common stock, par value \$.01 per share	08/06/2012		M	50,000 A \$ 3.64	271,820	D	
Common stock, par	08/06/2012		S	45,000 D \$ 26.81	226,820	D	

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value \$.01 per share					(2)			
Common stock, par value \$.01 per share	08/06/2012	G V	16,668 (3)	D	\$ 0	210,152	D	
Common stock, par value \$.01 per share	08/06/2012	G V	5,556 (3)	A	\$ 0	5,556 (4)	I	by trust (4)
Common stock, par value \$.01 per share	08/06/2012	G V	5,556 (3)	A	\$ 0	5,556 (5)	I	by trust (5)
Common stock, par value \$.01 per share	08/06/2012	G V	5,556 (3)	A	\$ 0	5,556 (6)	I	by trust (6)
Common stock, par value \$.01 per share	08/07/2012	M	40,000	A	\$ 3.64	250,152	D	
Common stock, par value \$.01 per share	08/07/2012	S	35,000	D	\$ 27.02 (7)	215,152	D	
Common stock, par value \$.01 per share	08/08/2012	M	35,000	A	\$ 3.64	250,152	D	
Common stock, par value \$.01 per share	08/08/2012	S	30,000	D	\$ 26.77 (8)	220,152	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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (employee right to buy)	\$ 3.64	08/06/2012	M	50,000					(9)	01/29/2019	Common stock	50,000
Stock option (employee right to buy)	\$ 3.64	08/07/2012	M	40,000					(9)	01/29/2019	Common stock	40,000
Stock option (employee right to buy)	\$ 3.64	08/08/2012	M	35,000					(9)	01/29/2019	Common stock	35,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MONAGHAN CRAIG T C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PKWY NW, SUITE 300 DULUTH, GA 30097	X		President & CEO	

Signatures

Craig T. Monaghan 08/08/2012

**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 shares were gifted to The Monaghan Foundation, Inc., a Georgia nonprofit corporation (the "Foundation"), organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The reporting person serves as the Chairman and Chief Executive Officer of the Foundation and, therefore, is deemed to have voting and dispositive control over the shares.

(2)

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Represents the weighted average share price of an aggregate total of 45,000 shares of the Issuer's common stock sold in the price range of \$26.58 to \$27.07 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) On August 6, 2012, the reporting person gifted an aggregate of 16,668 shares to three irrevocable trusts for the benefit of his children. The reporting person's spouse is the trustee of each trust.
- (4) Shares owned by The Shannon Monaghan Irrevocable Trust for the benefit of a child of the reporting person, over which the reporting person's wife is the trustee.
- (5) Shares owned by the The Connor Monaghan Irrevocable Trust for the benefit of a child of the reporting person, over which the reporting person's wife is the trustee.
- (6) Shares owned by the The Rand Monaghan Irrevocable Trust for the benefit of a child of the reporting person, over which the reporting person's wife is the trustee.

- (7) Represents the weighted average share price of an aggregate total of 35,000 shares of the Issuer's common stock sold in the price range of \$26.69 to \$27.44 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.

- (8) Represents the weighted average share price of an aggregate total of 30,000 shares of the Issuer's common stock sold in the price range of \$26.56 to \$27.00 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.

- (9) The options vested in three equal installments on January 29, 2010, 2011 and 2012.

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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