

ASBURY AUTOMOTIVE GROUP INC
 Form 4
 August 03, 2016

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

C/O ASBURY AUTOMOTIVE GROUP, INC., 2905 PREMIERE PARKWAY NW, SUITE 300

(Street)

DULUTH, GA 30097

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ASBURY AUTOMOTIVE GROUP INC [ABG]

3. Date of Earliest Transaction (Month/Day/Year)
 03/10/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

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	03/10/2016		G	V 35,575 (1) D \$ 0	125,519	D	
Common Stock	03/10/2016		G	11,858 (1) A \$ 0	11,858 (2)	I	By trust (2)
Common Stock	03/10/2016		G	11,858 (1) A \$ 0	11,858 (3)	I	By trust (3)
Common Stock	03/10/2016		G	11,859 (1) A \$ 0	11,859 (4)	I	by trust (4)
	08/01/2016		S	1,578 D	10,280	I	By trust (2)

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Common Stock					\$ 58.37 (5)			
Common Stock	08/01/2016	S	3,422	D	\$ 59.45 (6)	6,858	I	By trust (2)
Common Stock	08/01/2016	S	1,578	D	\$ 58.37 (5)	10,280	I	By trust (3)
Common Stock	08/01/2016	S	3,422	D	\$ 59.45 (6)	6,858	I	By trust (3)
Common Stock	08/01/2016	S	1,577	D	\$ 58.37 (7)	10,282	I	by trust (4)
Common Stock	08/01/2016	S	3,423	D	\$ 59.45 (8)	6,859	I	by trust (4)
Common Stock	08/02/2016	S	3,149	D	\$ 56.22 (9)	3,709	I	By trust (2)
Common Stock	08/02/2016	S	851	D	\$ 57.32 (10)	2,858	I	By trust (2)
Common Stock	08/02/2016	S	3,200	D	\$ 56.22 (11)	3,658	I	By trust (3)
Common Stock	08/02/2016	S	800	D	\$ 57.27 (12)	2,858	I	By trust (3)
Common Stock	08/02/2016	S	3,200	D	\$ 56.23 (13)	3,659	I	by trust (4)
Common Stock	08/02/2016	S	800	D	\$ 57.28 (14)	2,859	I	by trust (4)

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)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

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

Signatures

/s/George A. Villasana, Attorney
In-Fact 08/03/2016

**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 three irrevocable trusts for the benefit of the children of the reporting person. The reporting person's spouse is the trustee of each trust.
- (2) Shares owned by The Shannon Monaghan Irrevocable Trust for the benefit of a child of the reporting person, of which the reporting person's spouse is the trustee.
- (3) Shares owned by The Connor Monaghan Irrevocable Trust for the benefit of a child of the reporting person, of which the reporting person's spouse is the trustee.
- (4) Shares owned by the The Rand Monaghan Irrevocable Trust for the benefit of a child of the reporting person, of which the reporting person's spouse is the trustee.
- (5) Represents the weighted average share price of an aggregate total of 1,578 shares of Issuer's common stock sold in the price range of \$57.91 to \$58.87 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.
- (6) Represents the weighted average share price of an aggregate total of 3,422 shares of Issuer's common stock sold in the price range of \$58.92 to \$59.89 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.
- (7) Represents the weighted average share price of an aggregate total of 1,577 shares of Issuer's common stock sold in the price range of \$57.91 to \$58.87 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer

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or 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 3,423 shares of Issuer's common stock sold in the price range of \$58.92 to \$59.89 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

(9) Represents the weighted average share price of an aggregate total of 3,149 shares of Issuer's common stock sold in the price range of \$55.86 to \$56.73 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

(10) Represents the weighted average share price of an aggregate total of 851 shares of Issuer's common stock sold in the price range of \$57.09 to \$57.61 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

(11) Represents the weighted average share price of an aggregate total of 3,200 shares of Issuer's common stock sold in the price range of \$55.86 to \$56.73 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

(12) Represents the weighted average share price of an aggregate total of 800 shares of Issuer's common stock sold in the price range of \$56.95 to \$57.55 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

(13) Represents the weighted average share price of an aggregate total of 3,200 shares of Issuer's common stock sold in the price range of \$55.86 to \$56.75 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

(14) Represents the weighted average share price of an aggregate total of 800 shares of Issuer's common stock sold in the price range of \$56.96 to \$57.53 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

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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