

ASBURY AUTOMOTIVE GROUP INC  
 Form 4  
 February 07, 2017

**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 \*  
 Stax William Frederick

(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)  
 02/05/2017

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)  
 Controller & CAO

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)
				(A) or (D)	Price		
Common Stock	02/05/2017		F	41 <sup>(1)</sup>	D \$ 64.45	1,722	D
Common Stock	02/05/2017		F	42 <sup>(2)</sup>	D \$ 64.45	1,680	D
Common Stock	02/05/2017		F	138 <sup>(3)</sup>	D \$ 64.45	1,542	D
Common Stock	02/05/2017		M	153 <sup>(4)</sup>	A \$ 0	1,695	D
	02/05/2017		F	60 <sup>(5)</sup>	D	1,635	D

Common Stock					\$			
					64.45			
Common Stock	02/05/2017		M	155 <sup>(6)</sup>	A	\$ 0	1,790	D
Common Stock	02/05/2017		F	60 <sup>(7)</sup>	D	\$ 64.45	1,730	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 (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. P... Der... Sec... (Ins...)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Performance Share Units	<sup>(8)</sup>	02/05/2017		M	153	<sup>(8)</sup>	<sup>(8)</sup>	Common Stock	153
Performance Share Units	<sup>(9)</sup>	02/05/2017		M	155	<sup>(9)</sup>	<sup>(9)</sup>	Common Stock	155

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stax William Frederick C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PARKWAY NW, SUITE 300 DULUTH, GA 30097			Controller & CAO	

## Signatures

/s/George A. Villasana, Attorney  
In-Fact

02/07/2017

\_\_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 number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of a restricted stock award granted on February 5, 2014.
- (2) Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of a restricted stock award granted on February 5, 2015.
- (3) Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of a restricted stock award granted on February 5, 2016.
- (4) Represents shares of the Issuer's common stock issued upon the vesting of performance share units granted on February 5, 2014. This transaction represents the vesting of one-third of this award.
- (5) Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of performance share units, and the conversion of such units into shares of the Issuer's common stock, granted on February 5, 2014.
- (6) Represents shares of the Issuer's common stock issued upon the vesting of performance share units granted on February 5, 2015. This transaction represents the vesting of one-third of this award.
- (7) Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of performance share units, and the conversion of such units into shares of the Issuer's common stock, granted on February 5, 2015.  
Represents vesting of performance share units upon the Issuer having met certain performance objectives, which objectives were certified as having been met on March 4, 2015. Each performance share unit converts into one share of the Issuer's common stock upon vesting.
- (8) One-third of the performance share units granted on February 5, 2014 vested upon certification of the objectives having been met, which occurred on March 4, 2015, an additional one-third vested on February 5, 2016 and the remaining one-third vested on February 5, 2017.  
Represents vesting of performance share units upon the Issuer having met certain performance objectives, which objectives were certified as having been met on March 4, 2016. Each performance share unit converts into one share of the Issuer's common stock upon vesting.
- (9) One-third of the performance share units granted on February 5, 2015 vested upon certification of the objectives having been met, which occurred on March 4, 2016, an additional one-third vested on February 5, 2017 and the remaining one-third vests on February 5, 2018.

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.