

Hult David W
Form 4
April 26, 2019

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 *
Hult David W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/24/2019

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

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

(Street)

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

DULUTH, GA 30097

(City) (State) (Zip)

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 or Price (A) or (D) | | |
| Common Stock | 04/24/2019 | | S | | 7,000 D \$ 79.66 (1) | 67,579 | D |
| Common Stock | 04/24/2019 | | S | | 500 D \$ 80.11 (2) | 67,079 | D |
| Common Stock | 04/25/2019 | | S | | 3,313 D \$ 78.47 (3) | 63,766 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|--------------------|--------|---|
| Common Stock | 04/25/2019 | S | 4,187 | D | \$ 79.08 (4) | 59,579 | 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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| Hult David W 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 04/26/2019

__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 the weighted average share price of an aggregate total of 7,000 shares of Issuer's common stock sold in the price range of \$79.03 to \$80.03 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.

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- Represents the weighted average share price of an aggregate total of 500 shares of Issuer's common stock sold in the price range of
- (2) \$80.03 to \$81.03 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.

- Represents the weighted average share price of an aggregate total of 3,313 shares of Issuer's common stock sold in the price range of
- (3) \$77.82 to \$78.79 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.

- Represents the weighted average share price of an aggregate total of 4,187 shares of Issuer's common stock sold in the price range of
- (4) \$78.84 to \$79.36 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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