

ASBURY AUTOMOTIVE GROUP INC
 Form 4
 August 19, 2013

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 *
 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)
 08/15/2013

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------------|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 08/15/2013 | | S | 3,300 | D | \$ 49.735 | 188,692 (1) | D |
| Common Stock | 08/15/2013 | | S | 4,200 | D | \$ 50.346 | 184,492 (3) | D |
| Common Stock | | | | | | | 5,556 | I |
| Common Stock | | | | | | | 5,556 | I |
| | | | | | | | | By Trust (4) |
| | | | | | | | | By Trust |

Edgar Filing: ASBURY AUTOMOTIVE GROUP INC - Form 4

- Represents the weighted average share price of an aggregate total of 4,200 shares of the Issuer's common stock sold in the price range of
- (2) \$50.01 to \$50.61 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) Total includes 11,000 shares inadvertently reported as sold on July 29 and July 30, 2013. The shares actually sold on those dates were instead sold by The Monaghan Foundation, Inc.
 - (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 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 Rand Monaghan Irrevocable Trust for the benefit of a child of the reporting person, over which the reporting person's wife is the trustee.

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.