

Style Keith  
Form 4  
December 02, 2009

**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 \*  
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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)  
12/01/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, Finance

C/O ASBURY AUTOMOTIVE GROUP, INC., 2905 PREMIERE PKWY 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 Indirect Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
|   |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common stock, par value \$.01 per share | 12/01/2009                           |  | M                              |   | 16,666 A \$ 3.65  | 19,167   | D  |
| Common stock, par value \$.01 per share | 12/01/2009                           |  | S                              |   | 500 D \$ 10.57  | 18,667   | D  |
| Common stock, par                       | 12/01/2009                           |  | S                              |   | 800 D \$ 10.58  | 17,867   | D  |

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|  |            |   |       |   |             |        |   |
|--|------------|---|-------|---|-------------|--------|---|
| value \$.01<br>per share                         |            |   |       |   |             |        |   |
| Common<br>stock, par<br>value \$.01<br>per share | 12/01/2009 | S | 1,300 | D | \$<br>10.59 | 16,567 | D |
| Common<br>stock, par<br>value \$.01<br>per share | 12/01/2009 | S | 3,000 | D | \$ 10.6     | 13,567 | D |
| Common<br>stock, par<br>value \$.01<br>per share | 12/01/2009 | S | 1,500 | D | \$<br>10.61 | 12,067 | D |
| Common<br>stock, par<br>value \$.01<br>per share | 12/01/2009 | S | 1,500 | D | \$<br>10.62 | 10,567 | D |
| Common<br>stock, par<br>value \$.01<br>per share | 12/01/2009 | S | 500   | D | \$<br>10.63 | 10,067 | D |
| Common<br>stock, par<br>value \$.01<br>per share | 12/01/2009 | S | 300   | D | \$<br>10.65 | 9,767  | D |
| Common<br>stock, par<br>value \$.01<br>per share | 12/01/2009 | S | 100   | D | \$<br>10.66 | 9,667  | D |
| Common<br>stock, par<br>value \$.01<br>per share | 12/01/2009 | S | 100   | D | \$<br>10.67 | 9,567  | D |
| Common<br>stock, par<br>value \$.01<br>per share | 12/01/2009 | S | 400   | D | \$<br>10.68 | 9,167  | D |
| Common<br>stock, par<br>value \$.01<br>per share | 12/01/2009 | S | 300   | D | \$ 10.7     | 8,867  | D |
| Common<br>stock, par<br>value \$.01              | 12/01/2009 | S | 200   | D | \$<br>10.71 | 8,667  | D |

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|   |            |   |       |   |          |       |   |
|---|------------|---|-------|---|----------|-------|---|
| per share                               |            |   |       |   |          |       |   |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 400   | D | \$ 10.72 | 8,267 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 400   | D | \$ 10.72 | 7,867 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 500   | D | \$ 10.79 | 7,367 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 1,100 | D | \$ 10.8  | 6,267 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 800   | D | \$ 10.81 | 5,467 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 466   | D | \$ 10.82 | 5,001 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 600   | D | \$ 10.83 | 4,401 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 400   | D | \$ 10.84 | 4,001 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 1,400 | D | \$ 10.85 | 2,601 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 100   | D | \$ 10.87 | 2,501 | 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**

SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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) |   |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                   | Amount or Number of Shares |
| Stock option (employee right to buy)       | \$ 3.65  | 12/01/2009                           |  | M                              | 16,666  | <sup>(1)</sup>   | 11/21/2018  | Common stock, par value \$.01 per share | 16,666                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| Style Keith<br>C/O ASBURY AUTOMOTIVE GROUP, INC.<br>2905 PREMIERE PKWY NW, SUITE 300<br>DULUTH, GA 30097 |               |           | VP,<br>Finance |       |

## Signatures

Darlene Quashie Henry,  
Attorney-in-Fact

12/02/2009

\*\*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 reporting person was granted a stock option to purchase 50,000 shares of the Issuer's common stock on November 21, 2008, with the first installment of three equal vesting installments becoming exercisable on November 21, 2009.

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.