

Kearney Michael
Form 4
February 20, 2013

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 *
Kearney Michael

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)
02/15/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP & COO

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 02/15/2013 | | F | | 3,773 (1) \$ 36.08 | D | 104,891 D |
| Common Stock | 02/15/2013 | | F | | 3,301 (2) \$ 36.08 | D | 101,590 D |
| Common Stock | 02/15/2013 | | A | | 7,867 (3) \$ 0 | A | 109,457 D |
| Common Stock | 02/15/2013 | | F | | 3,773 (4) \$ 36.08 | D | 105,684 D |
| | 02/18/2013 | | F | | | D | 100,089 D |

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| | | | | | | | | |
|--------------|------------|--|---|---------------|----|---|---------|---|
| Common Stock | | | | 5,595 (5) | \$ | | 36.08 | |
| Common Stock | 02/18/2013 | | F | 1,781 (5) | \$ | D | 98,308 | D |
| Common Stock | 02/18/2013 | | A | 15,634 (6) | \$ | A | 113,942 | D |
| Common Stock | 02/18/2013 | | F | 7,497 (7) | \$ | D | 106,445 | 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.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kearney Michael C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PARKWAY NW, SUITE 300 DULUTH, GA 30097 | X | | EVP & COO | |

Signatures

/s/ George A. Villasana, Attorney in Fact 02/20/2013

**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 on shares of restricted stock granted on February 15, 2011.

(2) Represents the number of shares of the Issuer's common stock withheld for payment of taxes on shares of restricted stock granted on February 15, 2012.

(3) Each performance share represents a contingent right to receive a share of the Issuer's common stock based on the Issuer's performance during the 2011 Period and the award granted to the Reporting Person as a result of such performance. In order for the Reporting Person to receive these performance shares the Reporting Person must be an employee of the Issuer on the first, second and third anniversaries of the grant date. This transaction represents the vesting of the second tranche of this award.

(4) Represents the number of shares of the Issuer's common stock withheld for payment of taxes on performance shares granted on February 15, 2011.

(5) Represents the number of shares of the Issuer's common stock withheld for payment of taxes on shares of restricted stock granted on February 16, 2010.

(6) Each performance share represents a contingent right to receive a share of the Issuer's common stock based on the Issuer's performance during the 2010 Period and the award granted to the Reporting Person as a result of such performance. In order for the Reporting Person to receive these performance shares the Reporting Person must be an employee of the Issuer on the first, second and third anniversaries of the grant date. This transaction represents the vesting of the third and final tranche of this award.

(7) Represents the number of shares of the Issuer's common stock withheld for payment of taxes on performance shares granted on February 16, 2010.

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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