

Sawicki Michael  
 Form 3  
 December 13, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|   |   |  |   |   |  |
|---|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Sawicki Michael</p> <p>(Last) (First) (Middle)</p> <p>C/O ASBURY AUTOMOTIVE GROUP, INC., Â 2905 PREMIERE PARKWAY NW</p> <p>(Street)</p> <p>DULUTH, Â GA Â 30097</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/06/2011</p> | <p>3. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p>ASBURY AUTOMOTIVE GROUP INC [ABG]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/> <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>                 (give title below) (specify below)<br/>                 Controller &amp; PAO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)      | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|--|---|--|
| Common stock, par value \$.01 per share | 1,488  | D   | Â  |
| Common stock, par value \$.01 per share | 2,445 <sup>(1)</sup>                                     | D   | Â  |
| Common stock, par value \$.01 per share | 1,650 <sup>(2)</sup>                                     | D   | Â  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br><small>(Month/Day/Year)</small> |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of<br>Indirect Beneficial<br>Ownership<br>(Instr. 5) |   |
|---|---|--------------------|--|--|--|--|---|
|   | Date Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares                                   |  |  |   |
| Performance share<br>(right to receive)       | Â (3)   | Â (3)              | Common<br>stock, par<br>value \$.01<br>per share                                     | 2,234  | \$ 0   | D  | Â |
| Stock option (employee<br>right to buy)       | 11/21/2011 <sup>(4)</sup>   | 11/21/2018         | Common<br>stock, par<br>value \$.01<br>per share                                     | 3,334  | \$ 3.65  | D  | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                  |
|--|---------------|-----------|---------|------------------|
|  | Director      | 10% Owner | Officer | Other            |
| Sawicki Michael<br>C/O ASBURY AUTOMOTIVE GROUP, INC.<br>2905 PREMIERE PARKWAY NW<br>DULUTH, GA 30097 | Â             | Â         | Â       | Controller & PAO |

## Signatures

Darlene Quashie,  
Attorney-in-Fact

12/13/2011

        Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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 restricted stock under the Issuer's 2002 Equity Incentive Plan on February 16, 2010. The vesting of this restricted stock is in three equal installments, which began on February 16, 2011.

(2) The reporting person was granted restricted stock under the Issuer's 2002 Equity Incentive Plan on February 15, 2011. This restricted stock vests in three equal installments beginning 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 performance period of the fiscal year 2010 (the "2010 Period") and the award of 3,350 shares of common stock granted to the reporting person on March 15, 2011 as a result of the Company's performance during the 2010 Period. One-third of the 3,350 shares were vested as of March 15, 2011 and the remaining shares vest ratably over the second and third anniversaries of the grant date. In order for the reporting person to receive these performance shares on the second and third anniversaries of the grant date, the reporting person must be an employee of the Issuer on such dates.

(4) The reporting person was granted this stock option on November 21, 2008.

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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