Sawicki Michael Form 4 March 20, 2013

FORM 4

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

OMB APPROVAL OMB 3235-0287

Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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(b).

1. Name and Address of Reporting Person * Sawicki Michael

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ASBURY AUTOMOTIVE GROUP INC [ABG]

(Check all applicable)

Controller & CAO

(Last) (First) (Middle)

(Month/Day/Year) 03/18/2013

3. Date of Earliest Transaction

Director X_ Officer (give title below)

10% Owner Other (specify

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

(Street)

(State)

03/18/2013

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

DULUTH, GA 30097

(City)

Common

Stock

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

650 ⁽¹⁾ A \$0 5.233 Α

Common 03/18/2013 Stock

217 (2) D F

5.016

D

D

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr. 3	3 and 4)		Own
	Security										Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
					Date	Date	Expiration	Or Title Nesselves			
						Exercisable Date	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

Officer Other Director 10% Owner

Sawicki Michael C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PARKWAY NW, SUITE 300 **DULUTH, GA 30097**

Controller & CAO

Signatures

/s/ George A. Villasana, Attorney in Fact

03/20/2013

**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).

Represents shares of the Issuer's common stock that vested in connection with an award of performance share units granted to the Reporting Person in February 2012 for the performance period of fiscal year 2012 (the "2012 Period"). The actual number of performance share units that could be earned was contingent upon the achievement by the Issuer of certain performance goals set at the beginning of

- the 2012 Period. Each performance share unit earned converts into one share of the Issuer's common stock. For the 2012 Period, the Issuer achieved performance resulting in a payout of a number of shares of common stock equal to 130% of target and thus awarded the Reporting Person 1,950 shares of common stock. In order for the Reporting Person to receive these 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 first tranche of this award.
- Represents the number of shares of the Issuer's common stock withheld for payment of taxes on performance shares granted on February **(2)** 15, 2012.

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.

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