Chandler Elizabeth B Form 4 October 31, 2011

FORM 4

OMB APPROVAL

5. Relationship of Reporting Person(s) to

Issuer

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

ASBURY AUTOMOTIVE GROUP

Symbol

1(b).

(Print or Type Responses)

Chandler Elizabeth B

1. Name and Address of Reporting Person *

			INC [ABG]					(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)					Director _X_ Officer (giv below)		Owner er (specify		
C/O ASBURY AUTOMOTIVE GROUP, INC., 2905 PREMIERE		10/27/20	10/27/2011					VP & General Counsel				
	, SUITE 300											
	(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
DULUTH, (Filed(Mon	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
							Person					
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											ly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution	med on Date, if Day/Year)	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Form: Direct Indirect Indirect (D) or Benefici Owned Indirect (I) Ownersh Following (Instr. 4) Reported					
Common				Code	V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common stock, par value \$.01 per share	10/27/2011			M		20,000	A	\$ 8.33	69,993	D		
Common stock, par value \$.01 per share	10/27/2011			S		20,000	D	\$ 20	49,993	D		
Common stock, par	10/27/2011			G	V	750	D	\$0	49,243	D		

value \$.01 per share

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

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SEC 1474 (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. Transactic Code (Instr. 8)	TransactionDerivative Code Securities		cisable and ate '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
Employee Stock Option (right to buy)	\$ 8.33	10/27/2011		M	20,000	<u>(1)</u>	05/13/2019	Common stock, par value \$.01 per share	20,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Chandler Elizabeth B C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PKWY NW, SUITE 300 DULUTH, GA 30097

VP & General Counsel

Signatures

Darlene Quashie, Attorney-in-Fact

**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 75,000 shares of the Issuer's common stock on May 13, 2009, the first installment of three equal vesting installments becoming exercisable on May 13, 2010.

Reporting Owners 2

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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.