

ASBURY AUTOMOTIVE GROUP INC  
 Form 3  
 July 21, 2015

**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>Stax William Frederick</p> <p>(Last) (First) (Middle)</p> <p>C/O ASBURY AUTOMOTIVE GROUP, INC., 2905 PREMIERE PARKWAY NW, SUITE 300</p> <p>(Street)</p> <p>DULUTH, GA 30097</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/15/2015</p>	<p>3. Issuer Name and 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  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  Controller &amp; CAO</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  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	84	D	À
Common Stock <sup>(1)</sup>	150 <sup>(1)</sup>	D	À
Common Stock <sup>(2)</sup>	210 <sup>(2)</sup>	D	À
Common Stock <sup>(3)</sup>	321 <sup>(3)</sup>	D	À

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 (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Performance Share Units <sup>(4)</sup> $\hat{A}$ <sup>(4)</sup>	$\hat{A}$ <sup>(4)</sup>	$\hat{A}$ <sup>(4)</sup>	Common Stock	203 \$ <sup>(4)</sup>	D $\hat{A}$
Performance Share Units <sup>(5)</sup> $\hat{A}$ <sup>(5)</sup>	$\hat{A}$ <sup>(5)</sup>	$\hat{A}$ <sup>(5)</sup>	Common Stock	305 \$ <sup>(5)</sup>	D $\hat{A}$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stax William Frederick C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PARKWAY NW, SUITE 300 DULUTH, GA 30097	$\hat{A}$	$\hat{A}$	$\hat{A}$ Controller & CAO	$\hat{A}$

## Signatures

/s/ George A. Villasana, Attorney  
In Fact 07/21/2015

        \*\*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) Represents unvested shares of restricted stock granted on February 20, 2013. Such shares will vest on February 20, 2016.
- (2) Represents unvested shares of restricted stock granted on February 5, 2014. Such shares will vest in equal amounts on February 5, 2016 and February 5, 2017.
- (3) Represents unvested shares of restricted stock granted on February 5, 2015. Such shares will vest in equal amounts on February 5, 2016, February 5, 2017 and February 5, 2018.
- (4) Represents unvested Performance Share Units granted to the Reporting Person on February 20, 2013. Each performance share unit converts into one share of the Issuer's common stock upon vesting. Such units will vest on February 20, 2016.
- (5) Represents unvested Performance Share Units granted to the Reporting Person on February 5, 2014. Each performance share unit converts into one share of the Issuer's common stock upon vesting. Such units will vest in equal amounts on February 5, 2016 and February 5, 2017.

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.