

ASBURY AUTOMOTIVE GROUP INC  
 Form 4  
 December 15, 2016

**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 \*  
 MONAGHAN CRAIG T

2. Issuer Name and Ticker or Trading Symbol  
 ASBURY AUTOMOTIVE GROUP INC [ABG]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President & CEO

(Last) (First) (Middle)  
 C/O ASBURY AUTOMOTIVE GROUP, INC., 2905 PREMIERE PARKWAY NW, SUITE 300  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/13/2016

DULUTH, GA 30097  
 (City) (State) (Zip)

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

**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 Ownership (Instr. 4)	
				Code	V	Amount	(A) or (D)	Price
Common Stock	12/13/2016		S		4,056	D		\$ 62.24 <u>(1)</u>
Common Stock	12/13/2016		S		3,944	D		\$ 62.66 <u>(2)</u>
Common Stock	12/14/2016		S		2,939	D		\$ 61.18 <u>(3)</u>

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Common Stock	12/14/2016	S	2,653	D	\$ (4)	61.65	111,927	D
Common Stock	12/14/2016	S	2,408	D	\$ (5)	62.01	109,519	D
Common Stock	12/15/2016	S	3,274	D	\$ (6)	62.04	106,245	D
Common Stock	12/15/2016	S	4,726	D	\$ (7)	62.38	101,519	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)

**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)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MONAGHAN CRAIG T C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PARKWAY NW, SUITE 300 DULUTH, GA 30097	X		President & CEO	

## Signatures

/s/George A. Villasana, Attorney  
In-Fact

12/15/2016

\_\_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 the weighted average share price of an aggregate total of 4,056 shares of Issuer's common stock sold in the price range of  
(1) \$61.73 to \$62.47 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

Represents the weighted average share price of an aggregate total of 3,944 shares of Issuer's common stock sold in the price range of  
(2) \$62.49 to \$63.10 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

Represents the weighted average share price of an aggregate total of 2,939 shares of Issuer's common stock sold in the price range of  
(3) \$60.95 to \$61.49 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

Represents the weighted average share price of an aggregate total of 2,653 shares of Issuer's common stock sold in the price range of  
(4) \$61.50 to \$61.80 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

Represents the weighted average share price of an aggregate total of 2,408 shares of Issuer's common stock sold in the price range of  
(5) \$61.85 to \$62.30 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

Represents the weighted average share price of an aggregate total of 3,274 shares of Issuer's common stock sold in the price range of  
(6) \$61.65 to \$62.21 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

Represents the weighted average share price of an aggregate total of 4,726 shares of Issuer's common stock sold in the price range of  
(7) \$62.25 to \$62.90 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

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.