JOHNSON PHILLIP R

Form 4 May 05, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

ASBURY AUTOMOTIVE GROUP

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

Symbol

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

JOHNSON PHILLIP R

1. Name and Address of Reporting Person *

| | | | INC [ABG] | | | .001 | (Check all applicable) | | | | | | |
|---|--|--|-----------------|---|--|------|--|-----------|---|--|---|----------|--|
| (Last) (First) (Middle) C/O ASBURY AUTOMOTIVE GROUP, INC., 2905 PREMIERE | | | | 3. Date of Earliest Transaction (Month/Day/Year) 05/03/2010 | | | | | Director 10% Owner X Officer (give title Other (specify below) Vice President, HR | | | | |
| PARKWAY NW, SUITE 300 (Street) | | | | 1 If Ama | 4 If Amondment Data Original | | | | | 6. Individual or Joint/Group Filing(Check | | | |
| · · · · | | | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| | | | (7 .) | | | | | | | Person | | | |
| | (City) | (State) | (Zip) | Tabl | e I - No | n-D | | | - | iired, Disposed of | f, or Beneficial | ly Owned | |
| | 1.Title of Security (Instr. 3) | 2. Transaction Dat (Month/Day/Year) |) Execution any | med on Date, if Day/Year) | 3. Transa Code (Instr. | | 4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | _ | | | | Code | V | Amount | or (D) | Price | (Instr. 3 and 4) | | | |
| 5 | Common stock, par value \$.01 per share | 05/03/2010 | | | M | | 10,517 | A | \$ 12.89 | 57,607 | D | | |
| | Common stock, par value \$.01 per share | 05/03/2010 | | | S | | 5,000 (1) | D | \$ 15.87 | 52,607 | D | | |
| | Common stock, par | 05/03/2010 | | | S | | 200 (1) | D | \$ 15.51 | 52,407 | D | | |
| | | | | | | | | | | | | | |

| value \$.01 per share | | | | | | | |
|--|------------|---|---------|---|-------------|--------|---|
| Common stock, par value \$.01 per share | 05/03/2010 | S | 100 (1) | D | \$ 15.52 | 52,307 | D |
| Common stock, par value \$.01 per share | 05/03/2010 | S | 100 (1) | D | \$ 15.53 | 52,207 | D |
| Common stock, par value \$.01 per share | 05/03/2010 | S | 100 (1) | D | \$ 15.54 | 52,107 | D |
| Common stock, par value \$.01 per share | 05/03/2010 | S | 100 (1) | D | \$ 15.55 | 52,007 | D |
| Common stock, par value \$.01 per share | 05/03/2010 | S | 200 (1) | D | \$ 15.58 | 51,807 | D |
| Common stock, par value \$.01 per share | 05/03/2010 | S | 100 (1) | D | \$ 15.61 | 51,707 | D |
| Common stock, par value \$.01 per share | 05/03/2010 | S | 100 (1) | D | \$ 15.63 | 51,607 | D |
| Common stock, par value \$.01 per share | 05/03/2010 | S | 100 (1) | D | \$ 15.69 | 51,507 | D |
| Common stock, par value \$.01 per share | 05/03/2010 | S | 100 (1) | D | \$ 15.73 | 51,407 | D |
| Common stock, par value \$.01 per share | 05/03/2010 | S | 200 (1) | D | \$ 15.76 | 51,207 | D |
| Common stock, par value \$.01 | 05/03/2010 | S | 100 (1) | D | \$ 15.77 | 51,107 | D |

| per share | | | | | | | |
|--|------------|---|----------------|---|-------------|--------|---|
| Common stock, par value \$.01 per share | 05/03/2010 | S | 100 (1) | D | \$ 15.79 | 51,007 | D |
| Common stock, par value \$.01 per share | 05/03/2010 | S | 100 (1) | D | \$ 15.83 | 50,907 | D |
| Common stock, par value \$.01 per share | 05/03/2010 | S | 100 (1) | D | \$ 15.84 | 50,807 | D |
| Common stock, par value \$.01 per share | 05/03/2010 | S | 200 (1) | D | \$ 15.85 | 50,607 | D |
| Common stock, par value \$.01 per share | 05/03/2010 | S | 100 (1) | D | \$ 15.87 | 50,507 | D |
| Common stock, par value \$.01 per share | 05/03/2010 | S | 100 (1) | D | \$ 15.89 | 50,407 | D |
| Common stock, par value \$.01 per share | 05/03/2010 | S | 200 (1) | D | \$ 15.9 | 50,207 | D |
| Common stock, par value \$.01 per share | 05/03/2010 | S | 561 <u>(1)</u> | D | \$ 15.91 | 49,646 | D |
| Common stock, par value \$.01 per share | 05/03/2010 | S | 206 (1) | D | \$ 15.92 | 49,440 | D |
| Common stock, par value \$.01 per share | 05/03/2010 | S | 400 (1) | D | \$ 15.95 | 49,040 | D |
| Common stock, par value \$.01 per share | 05/03/2010 | S | 300 (1) | D | \$ 15.97 | 48,740 | D |

| Common stock, par value \$.01 per share | 05/03/2010 | S | 200 (1) | D | \$ 15.98 | 48,540 | D |
|--|------------|---|---------|---|-------------|--------|---|
| Common stock, par value \$.01 per share | 05/03/2010 | S | 200 (1) | D | \$ 15.99 | 48,340 | D |
| Common stock, par value \$.01 per share | 05/03/2010 | S | 100 (1) | D | \$ 16 | 48,240 | D |
| Common stock, par value \$.01 per share | 05/03/2010 | S | 200 (1) | D | \$ 16.02 | 48,040 | D |
| Common stock, par value \$.01 per share | 05/03/2010 | S | 100 (1) | D | \$ 16.06 | 47,940 | 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) | TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|--|--------|--|--------------------|---|-------------------------------------|
| | | | | Code V | and 5 | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 12.89 | 05/03/2010 | | M | | 10,517 | (2) | 06/05/2010 | Common stock, par value \$.01 per share | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JOHNSON PHILLIP R C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PARKWAY NW, SUITE 300 DULUTH, GA 30097

Vice President, HR

Signatures

Darlene Quashie Henry, Attorney-in-Fact

05/05/2010

**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 exercise of the option and the sale of the underlying securities occurred pursuant to a 10b5-1 trading plan established by the Reporting Person on August 19, 2009.
- (2) The option vested in three equal installments beginning on June 5, 2001.

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Reporting Owners 5