

BURGESS LYNNE A  
Form 4  
March 20, 2009

**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 \*  
BURGESS LYNNE A

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)  
Vice President, GC & Secretary

(Last) (First) (Middle)  
C/O ASBURY AUTOMOTIVE GROUP, INC., 622 THIRD AVENUE, 37TH FLOOR  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/18/2009

NEW YORK, NY 10017  
(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common stock, par value \$.01 per share	03/18/2009		A	2,000	A	\$ 0	13,359	D
Common stock, par value \$.01 per share	03/18/2009		F	676 <sup>(1)</sup>	D	\$ 3.65	12,683	D

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

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(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 (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 Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURGESS LYNNE A C/O ASBURY AUTOMOTIVE GROUP, INC. 622 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017			Vice President, GC & Secretary	

**Signatures**

Lynne A. Burgess                      03/20/2009

\_\_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).
- These shares of the Issuer's common stock were awarded by the Issuer to the reporting person as settlement of certain non-derivative performance shares that were granted for the performance period of fiscal years 2006, 2007 and 2008 (the "Period"). Each performance share converts into one share of the Issuer's common stock and the vesting of such performance shares are contingent upon the Issuer
- (1) meeting certain performance objective for the Issuer's earning per share and performance of its four revenue sources over the Period. Had the Issuer achieved 100% of its performance goals for the Period, the reporting person would have received 5,000 shares of common stock. The Issuer achieved 40% of its targeted performance goals for the Period and thus awarded the reporting person 2,000 shares of its common stock, representing 40% of the targeted amount.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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