

Oglesby Charles R
 Form 4
 August 02, 2011

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 *
 Oglesby Charles R

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 08/01/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O ASBURY AUTOMOTIVE GROUP, INC., 2905 PREMIERE PARKWAY NW

(Street)

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

DULUTH, GA 30097

(City) (State) (Zip)

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, par value \$.01 per share	08/01/2011		F		<u>10,188</u> ⁽¹⁾	D	\$ 0 62,987
Common stock, par value \$.01 per share	08/01/2011		M		67,178	A	<u>\$ 0</u> ⁽²⁾ 130,165
Common stock, par	08/01/2011		F		<u>28,518</u> ⁽³⁾	D	\$ 0 101,647

value \$.01
per share

Common
stock, par
value \$.01
per share

08/01/2011

M

57,859
(4)

A

\$ 0 159,506

D

Common
stock, par
value \$.01
per share

08/01/2011

F

24,562
(5)

D

\$ 0 134,944

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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(6)	08/01/2011		M	67,178	(7)	(7)	Common stock, par value \$.01 per share	67,178
Performance Shares (right to receive)	(8)	08/01/2011		M	57,859	(8)	(8)	Common stock, par value \$.01 per share	57,859

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

Oglesby Charles R
C/O ASBURY AUTOMOTIVE GROUP, INC.
2905 PREMIERE PARKWAY NW
DULUTH, GA 30097

Signatures

Darlene Quashie, 08/02/2011
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).
- Represents the number of shares of the Issuer's common stock withheld for payment of taxes on shares of restricted stock that vested on
- (1) July 31, 2011 pursuant to the retirement terms of the Reporting Person's second amended and restated employment agreement with the Issuer dated as of February 9, 2011 (the "Oglesby Employment Agreement").
- Each restricted stock unit that vested is equal to one share of the Issuer's common stock. The Reporting Person was granted restricted
- (2) stock units under the Issuer's 2002 Equity Incentive Plan on February 17, 2010. These restricted stock units vested on July 31, 2011 pursuant to the retirement terms of the Oglesby Employment Agreement.
- (3) Represents the number of shares of the Issuer's common stock withheld for payment of taxes on restricted stock units that vested on July 31, 2011.
- 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 year 2010 (the "2010 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 meeting certain performance objectives over the 2010 Period. Had the Issuer's achieved 100% of its performance goals for the 2010 Period, the
- (4) Reporting Person would have received 64,767 shares. The Issuer achieved 134% of its targeted performance goals for the 2010 Period and thus awarded the Reported Person 86,788 shares of its common stock, representing 134% of the targeted amount. One-third of the performance shares under this performance share award vested as of the grant date. The remaining two-thirds of the shares vested on July 31, 2011 pursuant to the Oglesby Employment Agreement.
- (5) Represents the number of shares of the Issuer's common stock withheld for payment of taxes on performance shares that vested on July 31, 2011.
- (6) Each restricted stock unit is equal to one share of the Issuer's common stock.
- (7) The restricted stock units vested on July 31, 2011 pursuant to the Oglesby Employment Agreement.
- Each performance share represents a contingent right to receive one share of the Issuer's common stock based on the Issuer's performance
- (8) during the fiscal year 2010 and the award granted to the Reporting Person as a result of such performance. These performance shares vested on July 31, 2011 pursuant to the Oglesby Employment Agreement.

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.