

JOHNSON PHILLIP R
Form 4
May 05, 2010

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 *
JOHNSON PHILLIP 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)
05/03/2010

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice President, HR

C/O ASBURY AUTOMOTIVE GROUP, INC., 2905 PREMIERE PARKWAY NW, SUITE 300

(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)	(A) or (D)	5. Amount or Price	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 Indirect Beneficial Ownership (Instr. 4)
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	

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

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

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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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(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
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 10,517

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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