

JORDAN VERNON E JR
 Form 4
 August 02, 2012

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 *
 JORDAN VERNON E JR

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)
 C/O LAZARD FRERE & CO.
 LLC, 30 ROCKEFELLER PLAZA,
 62ND FLOOR

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/01/2012

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

(Street)
 NEW YORK, NY 10020

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

(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	08/01/2012		M		1,667	A	\$ 14.33
Common Stock, par value \$.01 per share	08/01/2012		S		1,667	D	\$ 25.9 (1)
Common Stock, par	08/01/2012		M		3,334	A	\$ 14.06

value \$.01
per share

Common
Stock, par
value \$.01
per share

08/01/2012

S

3,334

D

\$
25.77
(2)

41,768

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)	8. Amount or Number of Shares
Stock option (right to buy)	\$ 14.33	08/01/2012		M	1,667	⁽³⁾ 06/06/2014	Common stock, par value \$.01 per share	1,667
Stock option (right to buy)	\$ 14.06	08/01/2012		M	3,334	⁽⁴⁾ 05/08/2015	Common stock, par value \$.01 per share	3,334

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JORDAN VERNON E JR
C/O LAZARD FRERE & CO. LLC
30 ROCKEFELLER PLAZA, 62ND FLOOR
NEW YORK, NY 10020

X

Signatures

Vernon E.
Jordan, Jr.

08/02/2012

 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 1,667 shares of the Issuer's common stock sold in the price range of
(1) \$25.87 to \$25.90 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or a 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 3,334 shares of the Issuer's common stock sold in the price range of
(2) \$25.75 to \$25.85 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or a security holder, full information regarding the number of shares sold at each separate price

(3) The options vested in three equal installments on June 7, 2005, 2006 and 2007.

(4) The options vested in three equal installments on May 9, 2006, 2007 and 2008.

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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