#### Edgar Filing: ASBURY AUTOMOTIVE GROUP INC - Form 4

ASBURY A Form 4 July 31, 201	AUTOMOTIVE C	ROUP INC	2								
FORN Check th if no lon subject t	<b>A 4</b> UNITED	Washington, D.C. 20549									
Section Form 4 Form 5 obligatio may con <i>See</i> Instr 1(b).	16. or <sup>ons</sup> Filed put tinue. Section 17(	(20) (h) of the investment (Commenty A at at 1040)									
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> MONAGHAN CRAIG T			2. Issuer Name <b>and</b> Ticker or Trading Symbol ASBURY AUTOMOTIVE GROUP INC [ABG]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
GROUP, II	(First) ( RY AUTOMOTI NC., 2905 PREM Y NW, SUITE 30	VE 0 IERE	Date of Earli Month/Day/Y 07/29/2013		ransaction		:	_X_ Director _X_ Officer (give below) Pres		Owner r (specify	
			Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
DULUTH,	GA 30097						:	Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Table I - I	Non-1	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	Date, if Tran Code /Year) (Inst	e r. 8)	omr Dispos (Instr. 3,	ed of 4 and (A) or	(D) 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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	07/29/2013		Code	e V	Amount 5,500	(D) D	Price \$ 47.5416 (1)	208,992	D		
Common Stock	07/30/2013		S		5,500	D	\$ 47.9313 (2)	203,492	D		

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

Persons who respond to the collection of<br/>information contained in this form are not<br/>required to respond unless the formSEC 1474<br/>(9-02)

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# displays a currently valid OMB control number.

# 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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and	Derivative Security (Instr. 5)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Amc or Title Num of Shar	nber	

### **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationships						
	Director	10% Owner	Officer	Other				
MONAGHAN CRAIG T C/O ASBURY AUTOMOTIVE GROUP, INC 2905 PREMIERE PARKWAY NW, SUITE 30 DULUTH, GA 30097	X		President & CEO					
Signatures								
/s/ George A. Villasana, Attorney in Fact	07/31/2013							
**Signature of Reporting Person	Date							
<b>Explanation of Responses</b>	51							

- \* 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).
- Repesents the weighted average share price of an aggregate total of 5,500 shares of the Issuer's common stock sold in the price range of
  \$47.19 to \$47.79 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.

Repesents the weighted average share price of an aggregate total of 5,500 shares of the Issuer's common stock sold in the price range of
(2) \$47.52 to \$48.29 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.

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.