

ASBURY AUTOMOTIVE GROUP INC

Form 4

February 19, 2014

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 *
Sawicki Michael

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)

02/15/2014

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

Controller & CAO

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)

____X____ 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. 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	02/15/2014		M		550 ⁽¹⁾	A \$ 0	5,266 D
Common Stock	02/15/2014		F		179 ⁽²⁾	D \$ 49.26	5,087 D
Common Stock	02/15/2014		M		650 ⁽³⁾	A \$ 0	5,737 D
Common Stock	02/15/2014		F		214 ⁽⁴⁾	D \$ 49.26	5,523 D
	02/15/2014		F		197 ⁽⁵⁾	D	5,326 D

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Common					\$		
Stock					49.26		
Common	02/15/2014	F	163	(6)	D	\$	
Stock					49.26	5,163	D

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

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SEC 1474
(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. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Share Units	(7)	02/15/2014		M	550	(7)	(7)	Common Stock par value \$.01 per share	550
Performance Share Units	(8)	02/15/2014		M	650	(8)	(8)	Common Stock par value \$.01 per share	650

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sawicki Michael C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PARKWAY NW, SUITE 300 DULUTH, GA 30097	Controller & CAO

Signatures

/s/ George A. Villasana, Attorney
in Fact

02/19/2014

__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) Represents shares of the Issuer's common stock issued to Mr. Sawicki upon the vesting of performance share units granted on February 15, 2011. This transaction represents the vesting of the third and final tranche of this award.
- (2) Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of performance share units granted to Mr. Sawicki on February 15, 2011.
- (3) Represents shares of the Issuer's common stock issued to Mr. Sawicki upon the vesting of performance share units granted on February 15, 2012. This transaction represents the vesting of the second tranche of this award.
- (4) Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of performance share units granted to Mr. Sawicki on February 15, 2012.
- (5) Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of restricted stock granted to Mr. Sawicki on February 15, 2011.
- (6) Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of restricted stock granted to Mr. Sawicki on February 15, 2012.
- (7) Each performance share unit converts into one share of the Issuer's common stock and was granted based upon the Issuer meeting certain performance objectives in the performance period of fiscal year 2011 (the "2011 Period"). One-third of the 1,650 performance share units granted to Mr. Sawicki on February 15, 2011 vested on March 13, 2012, an additional one-third vested on February 15, 2013 and the remaining one-third vested on February 15, 2014.
- (8) Each performance share unit converts into one share of the Issuer's common stock and was granted based upon the Issuer meeting certain performance objectives in the performance period of fiscal year 2012 (the "2012 Period"). One-third of the 1,950 performance share units granted to Mr. Sawicki vested on March 18, 2013, an additional one-third vested on February 15, 2014 and the remaining one-third will vest on February 15, 2015. In order for the remaining performance share units to vest on February 15, 2015, Mr. Sawicki must be an employee of the Issuer on such date.

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.