FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Nashington, I	D.C. 20549	
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STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP
OIAILMLIII	OI OIIANGEO	III DENEI IOIAE	OWNER

OMB APPROVAL										
OMB Number:	3235-0287									
Estimated average burden										
hours per response	: 0.5									

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*  MARITZ PHILIP F					2. Issuer Name and Ticker or Trading Symbol ASBURY AUTOMOTIVE GROUP INC [ ABG ]								ck all app Direc	onship of Reportin all applicable) Director		10% Ov	wner		
(Last)	(Fir BURY AUT	st) (MOTIVE GRO	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 02/20/2024									Office	er (give title w)		Other (specify below)	
2905 PREMIERE PKWY, STE 300					4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)							
(Street)	H GA	A 3	0097									X	Form filed by One Reporting Person  Form filed by More than One Reporting  Person						
(City)	(Sta	ate) (Z	Zip)		Rul	e 10	)b5-	1(c)	Trans	sact	ion Indi	catio	on						
						Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.													
		Table	I - Nor	n-Deriva	tive S	Secui	rities	Acq	uired,	Dis	oosed of	, or E	Benef	ficiall	y Own	ed			
1. Title of Security (Instr. 3)  2. Transar Date (Month/Date)			Execution Date		Date,	Transaction Disposed (Code (Instr. 5)		es Acquired (A) or Of (D) (Instr. 3, 4 an			and Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership				
								Code V		Amount	(A) or (D) Price		rice	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Common	Stock			02/20/	/2024				A		968(1)	A		\$ <mark>0</mark>	7,490		D		
	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. Deel Execution if any (Month/I		4. Transaction Code (Instr. 8) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		rative rities pired r osed )	Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		De Se (Ir	Price of erivative ecurity estr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transactio (Instr. 4)	y [0	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amou or Numb of Share	per					

## **Explanation of Responses:**

1. Common stock award granted as compensation for serving as a member of the Board of Directors of the Issuer.

## Remarks:

/s/George A. Villasana, **Attorney In-Fact** 

\*\* Signature of Reporting Person Date

02/22/2024

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.