FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 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).

Clast (First) (Middle) (Middle) (Middle) (C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PKWY, STE 300 (Street) (Street) DULUTH GA 30097 (City) (State) (Zip) (State) (Zip) (City) (State) (Zip) (City) (State) (Zip) (Minitr/Day/Year) (Mini	Morriso	nd Address of on Maure	Reporting Person	*			<u>BUR</u>			er or Tra MOT		Symbol E GROU	P IN			tionship all app Direc	,	ng Pers	son(s) to Is	
4. If Amendment, Date of Original Filed (Month/Day/Year) (Street) DULUTH GA 30097 City	` ′	`	,	,	NC.	3. Da	Date of Earliest Transaction (Month/Day/Year)					\dashv					Other (specify below)			
City						4. If A	mendi	ment, I	Date of	f Original	l Filed	I (Month/Da	y/Year)		ine)					.
Common Stock Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date (Month/Day/Year) Common Stock Derivative Securities Acquired, Disposed of, or Beneficially Owned	, ,	TH GA	A 3	30097											X	Form	filed by Mo		Ŭ	
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 3, 4 and 5) 3. Transaction Date (Month/Day/Year) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) 8. Price of Darivative Securities Securities Derivative Securities Secu	(City)	(St	ate) (.	Zip)			Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to									nded to				
Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Disposed Of (D) (Instr. 3, 4 and 5) Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) Frice (D) or Indirect			Table	l - Nor	n-Deriva	tive S	ecur	rities	Acq	uired,	Disp	osed of	, or B	enefic	ially	Own	ed			
Common Stock O2/20/2024 A 968(1) A \$0 5,911 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Conversion or Exercise (Month/Day/Year) Security (Instr. 3) Security (Instr. 3) Security (Month/Day/Year) Security (Month/Day/Year) Securities (Month/	1. Title of \$	Date		Execution ay/Year) if any		cution I	ution Date, Tr		Transaction Disposed Of (D) (Instr. 3, Code (Instr. 5)				, 4 and Securiti Benefic Owned		ies For cially (D) Following (I) (orm: Direct) or Indirect (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Conversion Security Or Exercise (Month/Day/Year) 3. Transaction Date Execution Date (Month/Day/Year) 5. Number of Expiration Date Expiration Date (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Security Securities Security Securities 9. Number of Derivative Securities Securities 9. Number of Derivative Securities Securities 9. Number of Expiration Date (Month/Day/Year) 10. Ownership Securities 10. Derivative Securities Securities Securities Securities 10. Date Expiration Date (Month/Day/Year) 10. Derivative Securities	L									Code	v	Amount	(A) c	Price	9	Transa	ction(s)			(Instr. 4)
(e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Month/Day/Year) Conversion or Exercise (Month/Day/Year) Form: (Month/Day/Year) Code (Instr. 3) Price of Code (Instr. 4) Code (Instr. 5) Code (Instr. 5) Code (Instr. 6) Co	Common	nmon Stock 02/20/		2024	2024		A		968(1)	A	A \$0		5,911			D				
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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

02/22/2024

** Signature of Reporting Person Date

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.