

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 * <u>Style Keith</u> (Last) (First) (Middle) <u>C/O ASBURY AUTOMOTIVE GROUP, INC.</u> <u>2905 PREMIERE PARKWAY NW</u> (Street) <u>DULUTH</u> <u>GA</u> <u>30097</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>ASBURY AUTOMOTIVE GROUP INC [</u> <u>ABG]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2011</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Operations</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |
|---|--|--|

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common stock, par value \$.01 per share | 03/15/2011 | | A | | 1,250 ⁽¹⁾ | A | \$0 | 22,222 | D | |
| Common stock, par value \$.01 per share | 03/15/2011 | | F | | 406 | D | \$0 | 21,816 | D | |
| Common stock, par value \$.01 per share | 03/15/2011 | | A | | 3,350 ⁽²⁾ | A | \$0 | 25,166 | D | |
| Common stock, par value \$.01 per share | 03/15/2011 | | F | | 1,088 | D | \$0 | 24,078 | 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. 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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Performance share (right to receive) | (3) | 03/15/2011 | | A | | 6,700 | | (3) | (3) | Common stock, par value \$.01 per share | 6,700 | \$0 | 6,700 | D | |

Explanation of Responses:

1. These shares of the Issuer's common stock were awarded by the Issuer to the Reporting Person as settlement of certain non-derivative performance shares that were granted for the performance period of fiscal years 2008, 2009 and 2010 (the "Period"). Each performance share converts into one share of the Issuer's common stock and the vesting of such performance shares are contingent upon the Issuer meeting certain performance objectives over the Period. Had the Issuer's achieved 100% of its performance goals for the Period, the Reporting Person would have received 2,500 shares. The Issuer achieved 50% of its targeted performance goals for the Period and thus awarded the Reported Person 1,250 shares of its common stock, representing 50% of the targeted amount.

2. These shares of the Issuer's common stock were awarded by the Issuer to the Reporting Person as settlement of certain non-derivative performance shares that were granted for the performance period of fiscal year 2010 (the "2010 Period"). Each performance share converts into one share of the Issuer's common stock and the vesting of such performance shares are contingent upon the Issuer meeting certain performance objectives over the 2010 Period. Had the Issuer's achieved 100% of its performance goals for the 2010 Period, the Reporting Person would have received 7,500 shares. The Issuer achieved 134% of its targeted performance goals for the 2010 Period and thus awarded the Reported Person 10,050 shares of its common stock, representing 134% of the targeted amount. One-third of the performance shares under this performance share award vested as of the grant date, with the remaining two-thirds of the shares vesting on the second and third anniversaries of the grant date.

3. Each performance share represents a contingent right to receive a share of the Issuer's common stock based on the Issuer's performance during the 2010 Period and the award granted to the Reporting Person as a result of such performance. In order for the Reporting Person to receive these performance shares on the second and third anniversaries of the grant date, the Reporting Person must be an employee of the Issuer on such dates.

Remarks:

Darlene Quashie, Attorney-in-Fact 03/17/2011

** 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.