FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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4								
	1. Name and Addr <u>Karolis Geo</u>		Person*	2. Issuer Name and Ticker or Trading Symbol <u>ASBURY AUTOMOTIVE GROUP INC</u> [ABG]		ationship of Reporting Pe k all applicable) Director Officer (give title below)	rson(s) to Issuer 10% Owner Other (specify below)	
			(Middle) VE GROUP, INC. Y NW, SUITE 300	3. Date of Earliest Transaction (Month/Day/Year) 03/12/2018		SVP, Corp. Dev. & Real Estate		
	(Street) DULUTH (City)	GA (State)	30097 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filir Form filed by One Rep Form filed by More tha Person	porting 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	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	03/12/2018		М		874(1)	Α	\$ <mark>0</mark>	8,667	D	
Common Stock	03/12/2018		F		266 ⁽²⁾	D	\$68.75	8,401	D	
Common Stock	03/13/2018		S		3,150 ⁽³⁾	D	\$69.54	5,251	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 Units	(4)	03/12/2018		A		2,622		(4)	(4)	Common Stock	2,622	\$0	2,622	D	
Performance Share Units	(4)	03/12/2018		М			874	(4)	(4)	Common Stock	874	\$0	1,748	D	

Explanation of Responses:

1. Represents shares of the Issuer's common stock issued upon the vesting of performance share units granted on February 8, 2017. This transaction represents the vesting of one-third 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, and the conversion of such units into shares of the Issuer's common stock, granted on February 8, 2017.

3. Represents the weighted average share price of an aggregate total of 3,150 shares of Issuer's common stock sold in the price range of \$69.53 to \$69.58 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

4. Represents vesting of performance share units upon the Issuer having met certain performance objectives, which objectives were certified as having been met on March 12, 2018. Each performance share unit converts into one share of the Issuer's common stock upon vesting. One-third of the performance share units granted on February 8, 2017 vested upon certification of the objectives having been met, which occurred on March 12, 2018, an additional one-third vests on February 8, 2019 and the remaining one-third vests on February 8, 2020.

Remarks:

<u>/s/George A. Villasana,</u> <u>Attorney In-Fact</u>

03/14/2018

Date

** Signature of Reporting Person

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.

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