

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

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

Check this box to indicate that a
transaction was made pursuant to a
contract, instruction or written plan
for the purchase or sale of equity
securities of the issuer that is
intended to satisfy the affirmative
defense conditions of Rule 10b5-
1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Welch Michael</u> (Last) (First) (Middle) <u>C/O ASBURY AUTOMOTIVE GROUP</u> <u>2905 PREMIERE PKWY, SUITE 300</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>02/14/2025</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 ☒ Officer (give title below) Other (specify below) <u>SVP & CFO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	02/14/2025		F		195 ⁽¹⁾	D	\$299.72	9,971 ⁽²⁾	D	
Common Stock	02/14/2025		F		137 ⁽³⁾	D	\$299.72	9,834	D	
Common Stock	02/16/2025		F		238 ⁽⁴⁾	D	\$303.37	9,596	D	
Common Stock	02/16/2025		F		544 ⁽⁵⁾	D	\$303.37	9,052	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		Date Exercisable	Expiration Date					
						(A) (D)			Title Amount or Number of Shares				

Explanation of Responses:

1. Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of one-third of the performance share units granted on February 14, 2023.
2. The Reporting Person reported performance share units granted on February 16, 2022 and February 14, 2023 as derivative securities on Table II of the Reporting Person's previous Form 4 filings at the time performance achievement with respect to each such grant was certified. On a go forward basis, such performance share units will be reported on Table I as non-derivative securities, and will no longer appear on Table II of the Reporting Person's Form 4 filings. Such performance share units remain subject to the vesting schedules reported in the Reporting Person's previous Section 16 filings. The amount in this column reflects the Reporting Person's aggregate direct holdings, including all performance share units for which performance achievement has been certified (i.e., those granted on February 16, 2022 and February 14, 2023), all restricted share units, and all shares of Issuer's common stock owned outright, following the transaction reported in this line item.
3. Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of one-third of the restricted share units granted on February 14, 2023.
4. Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of one-third of the restricted share units granted on February 16, 2022.
5. Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of one-third of the performance share units granted on February 16, 2022.

Remarks:

/s/Dean Calloway, Attorney 02/19/2025
In-Fact

** 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.