Instruction 1(b).

## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287							
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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

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol ASBURY AUTOMOTIVE GROUP INC	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Hult David	<u>1 W</u>		ABG]	X	Director	10% Owner			
(Last)	(First)	(Middle)		X	Officer (give title below)	Other (specify below)			
C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PARKWAY NW, SUITE 300			3. Date of Earliest Transaction (Month/Day/Year) 02/14/2023	President & CEO					
(Street) DULUTH	GA	30097	<ul> <li>4. If Amendment, Date of Original Filed (Month/Day/Year)</li> </ul>	6. Indi Line) X	ividual or Joint/Group Fili	porting Person			
(City)	(State)	(Zip)	-		Form filed by More th Person	an One Reporting			

## 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)	Transaction Code (Instr.		4. Securities Disposed Of 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	02/14/2023		A		8,612(1)	A	\$ <mark>0</mark>	39,876	D	
Common Stock	02/16/2023		F		1,221(2)	D	\$234.12	38,655	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

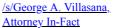
			(0.9.) P	,				optiono, c			ounnoo	,			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		of Expira		Expiration Da	6. Date Exercisable and Expiration Date (Month/Day/Year)			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				

Explanation of Responses:

1. Represents a grant of restricted share units. Each restricted share unit converts into one share of the Issuer's common stock upon vesting. Vesting will occur in three equal annual installments beginning on the first anniversary of the grant date.

2. Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of restricted share units granted on February 16, 2022.

## Remarks:



02/16/2023

\*\* 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.