

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

|   |  |   |
|---|--|---|
| <div>1. Name and Address of Reporting Person*</div> <div><u>MSD CAPITAL L P</u></div> <div>(Last) (First) (Middle)</div> <div>645 FIFTH AVENUE, 21ST FLOOR</div> <div>(Street)</div> <div>NEW YORK NY 10022</div> <div>(City) (State) (Zip)</div> | <div>2. Issuer Name and Ticker or Trading Symbol</div> <div><u>ASBURY AUTOMOTIVE GROUP INC [ ABG ]</u></div> <div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div>05/03/2016</div> <div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div> | <div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div><input checked="" type="checkbox"/> Director 10% Owner</div> <div>Officer (give title below) Other (specify below)</div> <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div> |
|---|--|---|

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                    | 05/03/2016                           |  | S                              |   | 225,000   | D          | \$58.12 | 2,000,596   | D <sup>(1)(2)(3)(4)</sup>                                |   |
| Common Stock                    | 05/03/2016                           |  | P                              |   | 100   | A          | \$58.12 | 2,000,696   | D <sup>(1)(2)(3)(4)</sup>                                |   |
| Common Stock                    |                                      |  |                                |   |   |            |         | 3,253   | I  | See footnotes <sup>(1)(2)(3)(4)(5)</sup>              |

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 |   |  |  |   |  |
| Total Return Equity Swap                   | \$58.12  | 05/03/2016                           |  | J/K                            |   | 225,000  | <sup>(6)(7)</sup>  | 06/06/2017      | Common Stock  | <sup>(6)(7)</sup>                          | 225,000  | D <sup>(1)(2)(3)(4)(6)(7)</sup>                           |  |

|   |
|---|
| <div>1. Name and Address of Reporting Person*</div> <div><u>MSD CAPITAL L P</u></div> <div>(Last) (First) (Middle)</div> <div>645 FIFTH AVENUE, 21ST FLOOR</div> <div>(Street)</div> <div>NEW YORK NY 10022</div> <div>(City) (State) (Zip)</div> |
| <div>1. Name and Address of Reporting Person*</div> <div><u>MSD SBI LP</u></div> <div>(Last) (First) (Middle)</div> <div>645 FIFTH AVENUE, 21ST FLOOR</div> <div>(Street)</div> <div>NEW YORK NY 10022</div> <div>(City) (State) (Zip)</div>      |
| <div>1. Name and Address of Reporting Person*</div> <div><u>DELL MICHAEL S</u></div> <div>(Last) (First) (Middle)</div> <div>C/O DELL INC</div> <div>ONE DELL WAY</div>   |

