

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>MONAGHAN CRAIG T</u> (Last) (First) (Middle) <u>C/O ASBURY AUTOMOTIVE GROUP, INC.</u> <u>2905 PREMIERE PARKWAY NW, SUITE 300</u> (Street) <u>DULUTH GA 30097</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ASBURY AUTOMOTIVE GROUP INC [ABG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/07/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	02/07/2018		S		7,335 ⁽¹⁾	D	\$68.27	86,112	D	
Common Stock	02/07/2018		S		7,665 ⁽²⁾	D	\$68.86	78,447	D	
Common Stock	02/08/2018		S		758 ⁽³⁾	D	\$68.11	2,100	I	By trust ⁽⁴⁾
Common Stock	02/08/2018		S		1,400 ⁽⁵⁾	D	\$69.02	700	I	By trust ⁽⁴⁾
Common Stock	02/08/2018		S		700 ⁽⁶⁾	D	\$70.29	0	I	By trust ⁽⁴⁾
Common Stock	02/08/2018		S		759 ⁽⁷⁾	D	\$68.08	2,100	I	by trust ⁽⁸⁾
Common Stock	02/08/2018		S		1,400 ⁽⁹⁾	D	\$69.07	700	I	by trust ⁽⁸⁾
Common Stock	02/08/2018		S		700 ⁽¹⁰⁾	D	\$70.26	0	I	by trust ⁽⁸⁾
Common Stock	02/08/2018		S		758 ⁽³⁾	D	\$68.09	2,100	I	By trust ⁽¹¹⁾
Common Stock	02/08/2018		S		1,400 ⁽⁹⁾	D	\$69.02	700	I	By trust ⁽¹¹⁾
Common Stock	02/08/2018		S		700 ⁽⁶⁾	D	\$70.28	0	I	By trust ⁽¹¹⁾
Common Stock	02/08/2018		F		3,800 ⁽¹²⁾	D	\$67.75	74,647	D	
Common Stock	02/09/2018		S		1,100 ⁽¹³⁾	D	\$67.55	73,547	D	
Common Stock	02/09/2018		S		3,135 ⁽¹⁴⁾	D	\$68.44	70,412	D	
Common Stock	02/09/2018		S		765 ⁽¹⁵⁾	D	\$69.58	69,647	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)					

Explanation of Responses:

1. Represents the weighted average share price of an aggregate total of 7,335 shares of Issuer's common stock sold in the price range of \$68.01 to \$68.45 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.
2. Represents the weighted average share price of an aggregate total of 7,665 shares of Issuer's common stock sold in the price range of \$68.48 to \$69.45 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.
3. Represents the weighted average share price of an aggregate total of 758 shares of Issuer's common stock sold in the price range of \$67.70 to \$68.60 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. Shares owned by The Shannon Monaghan Irrevocable Trust for the benefit of a child of the reporting person, of which the reporting person's spouse is the trustee.
5. Represents the weighted average share price of an aggregate total of 1400 shares of Issuer's common stock sold in the price range of \$68.70 to \$69.35 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.
6. Represents the weighted average share price of an aggregate total of 700 shares of Issuer's common stock sold in the price range of \$69.75 to \$70.75 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.
7. Represents the weighted average share price of an aggregate total of 759 shares of Issuer's common stock sold in the price range of \$67.70 to \$68.60 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.
8. Shares owned by the The Rand Monaghan Irrevocable Trust for the benefit of a child of the reporting person, of which the reporting person's wife is the trustee.
9. Represents the weighted average share price of an aggregate total of 1400 shares of Issuer's common stock sold in the price range of \$68.70 to \$69.40 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.
10. Represents the weighted average share price of an aggregate total of 700 shares of Issuer's common stock sold in the price range of \$69.75 to \$70.65 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.
11. Shares owned by The Connor Monaghan Irrevocable Trust for the benefit of a child of the reporting person, of which the reporting person's spouse is the trustee.
12. Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of a restricted stock award granted on February 8, 2017.
13. Represents the weighted average share price of an aggregate total of 1,100 shares of Issuer's common stock sold in the price range of \$67.10 to \$67.75 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.
14. Represents the weighted average share price of an aggregate total of 3,135 shares of Issuer's common stock sold in the price range of \$68.10 to \$69.05 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.
15. Represents the weighted average share price of an aggregate total of 765 shares of Issuer's common stock sold in the price range of \$69.10 to \$70.05 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.

Remarks:

/s/George A. Villasana,
Attorney In-Fact

02/09/2018

** 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.

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