

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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>Karolis George</u> (Last) (First) (Middle) <u>C/O ASBURY AUTOMOTIVE GROUP, INC.</u> <u>2905 PREMIERE PARKWAY NW, 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>02/05/2017</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Corp. Dev. & Real Estate</u> 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
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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	02/05/2017		F		230 ⁽¹⁾	D	\$64.45	7,307	D	
Common Stock	02/05/2017		F		166 ⁽²⁾	D	\$64.45	7,141	D	
Common Stock	02/05/2017		F		557 ⁽³⁾	D	\$64.45	6,584	D	
Common Stock	02/05/2017		M		860 ⁽⁴⁾	A	\$0	7,444	D	
Common Stock	02/05/2017		F		287 ⁽⁵⁾	D	\$64.45	7,157	D	
Common Stock	02/05/2017		M		620 ⁽⁶⁾	A	\$0	7,777	D	
Common Stock	02/05/2017		F		207 ⁽⁷⁾	D	\$64.45	7,570	D	
Common Stock	02/05/2017		M		1,140 ⁽⁸⁾	A	\$0	8,710	D	
Common Stock	02/05/2017		F		381 ⁽⁹⁾	D	\$64.45	8,329	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	(10)	02/05/2017		M			860	(10)	(10)	Common Stock	860	\$0	0	D	
Performance Share Units	(11)	02/05/2017		M			620	(11)	(11)	Common Stock	620	\$0	621	D	
Performance Share Units	(12)	02/05/2017		A		7,709		(12)	(12)	Common Stock	7,709	\$0	7,709	D	
Performance Share Units	(12)	02/05/2017		M			1,140	(12)	(12)	Common Stock	1,140	\$0	6,569	D	

Explanation of Responses:

- 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 5, 2014.
- 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 5, 2015.
- 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 5, 2016.
- Represents shares of the Issuer's common stock issued upon the vesting of performance share units granted on February 5, 2014. This transaction represents the vesting of one-third of this award.
- 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 5, 2014.
- Represents shares of the Issuer's common stock issued upon the vesting of performance share units granted on February 5, 2015. This transaction represents the vesting of one-third of this award.
- 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 5, 2015.
- Represents shares of the Issuer's common stock issued upon the vesting of performance share units granted on February 5, 2016. This transaction represents the vesting of 14.8% of this award.
- 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 5, 2016.
- Represents vesting of performance share units upon the Issuer having met certain performance objectives, which objectives were certified as having been met on March 4, 2015. 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 5, 2014 vested upon certification of the objectives having been met, which occurred on March 4, 2015, an additional one-third vested on February 5, 2016 and the remaining one-third vested on February 5, 2017.
- Represents vesting of performance share units upon the Issuer having met certain performance objectives, which objectives were certified as having been met on March 4, 2016. 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 5, 2015 vested upon certification of the objectives having been met, which occurred

on March 4, 2016, an additional one-third vested on February 5, 2017 and the remaining one-third vests on February 5, 2018.

12. Represents vesting of performance share units upon the Issuer having met certain performance objectives, which objectives were certified as having been met on January 25, 2017. Each performance share unit converts into one share of the Issuer's common stock upon vesting. The performance share units granted on February 5, 2016 vest on each anniversary of the grant date over a five year period as follows: 14.8% vested on February 5, 2017; 14.8% vests on February 5, 2018; 14.8% vests on February 5, 2019; 27.8% vests on February 5, 2020; and 27.8% vests on February 5, 2021.

Remarks:

[/s/George A. Villasana,](#)
[Attorney In-Fact](#)

** Signature of Reporting Person

[02/07/2017](#)

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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