

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

1. Name and Address of Reporting Person * <u>Kearney Michael</u>  (Last) (First) (Middle) <u>C/O ASBURY AUTOMOTIVE GROUP, INC.</u> <u>2905 PREMIERE PARKWAY NW</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>07/17/2012</u>  4. If Amendment, Date of Original Filed (Month/Day/Year) <u>07/17/2012</u>	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>EVP &amp; COO</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, par value \$.01 per share	07/17/2012		M		18,858 <sup>(1)</sup>	A	\$3.64	172,522	D	
Common stock, par value \$.01 per share	07/17/2012		M		6,700 <sup>(1)</sup>	A	\$9.09	179,222	D	
Common stock, par value \$.01 per share	07/17/2012		S		25,558 <sup>(1)</sup>	D	\$26.55 <sup>(2)</sup>	153,664	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				
Stock Option (employee right to buy)	\$3.64	07/17/2012		M			18,858	(3)	01/29/2019	Common stock, par value \$.01 per share	18,858	\$0	32,967 <sup>(1)</sup>	D	
Stock Option (employee right to buy)	\$9.09	07/17/2012		M			6,700	(4)	04/29/2019	Common stock, par value \$.01 per share	6,700	\$0	26,634 <sup>(1)</sup>	D	

Explanation of Responses:

1. The Form 4 filed on 7/17/2012 is hereby amended to reflect the correct grants from which options were exercised and the correct number of options from each grant beneficially owned following the reported transactions. The total number of options exercised, and the number of underlying shares of common stock issued to, and sold by, the reporting person, in each case, 25,558, remains unchanged.
2. Represents the weighted average share price of an aggregate total of 25,558 shares of the Issuer's common stock sold in the price range of \$26.50 to \$26.67 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or a security holder, full information regarding the number of shares sold at each separate price.
3. Option vested in 3 equal installments on January 29, 2010, 2011 and 2012.
4. Option vested in 3 equal installments on April 29, 2010, 2011 and 2012.

Remarks:

Michael S. Kearney 07/20/2012  
\*\* 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.