

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                                 |           |
|--|-----------|
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|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person*<br><u>MONAGHAN CRAIG T</u><br><br>(Last) (First) (Middle)<br><u>C/O ASBURY AUTOMOTIVE GROUP, INC.</u><br><u>2905 PREMIERE PARKWAY NW, SUITE 300</u><br><br>(Street)<br><u>DULUTH</u> <u>GA</u> <u>30097</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>ASBURY AUTOMOTIVE GROUP INC</u> [ <u>ABG</u> ]<br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/13/2016</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><br><u>President &amp; CEO</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>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                    | 12/13/2016                           |  | S                              |   | 4,056   | D          | \$62.24 <sup>(1)</sup> | 121,463   | D  |   |
| Common Stock                    | 12/13/2016                           |  | S                              |   | 3,944   | D          | \$62.66 <sup>(2)</sup> | 117,519   | D  |   |
| Common Stock                    | 12/14/2016                           |  | S                              |   | 2,939   | D          | \$61.18 <sup>(3)</sup> | 114,580   | D  |   |
| Common Stock                    | 12/14/2016                           |  | S                              |   | 2,653   | D          | \$61.65 <sup>(4)</sup> | 111,927   | D  |   |
| Common Stock                    | 12/14/2016                           |  | S                              |   | 2,408   | D          | \$62.01 <sup>(5)</sup> | 109,519   | D  |   |
| Common Stock                    | 12/15/2016                           |  | S                              |   | 3,274   | D          | \$62.04 <sup>(6)</sup> | 106,245   | D  |   |
| Common Stock                    | 12/15/2016                           |  | S                              |   | 4,726   | D          | \$62.38 <sup>(7)</sup> | 101,519   | 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 |  | Date Exercisable   | Expiration Date |   |  |  |   |  |
|  |  |                                      |  |                                |   | (A) (D)  |  |                 | Title Amount or Number of Shares  |  |  |   |  |

Explanation of Responses:

1. Represents the weighted average share price of an aggregate total of 4,056 shares of Issuer's common stock sold in the price range of \$61.73 to \$62.47 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 3,944 shares of Issuer's common stock sold in the price range of \$62.49 to \$63.10 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 2,939 shares of Issuer's common stock sold in the price range of \$60.95 to \$61.49 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. Represents the weighted average share price of an aggregate total of 2,653 shares of Issuer's common stock sold in the price range of \$61.50 to \$61.80 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.
5. Represents the weighted average share price of an aggregate total of 2,408 shares of Issuer's common stock sold in the price range of \$61.85 to \$62.30 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 3,274 shares of Issuer's common stock sold in the price range of \$61.65 to \$62.21 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 4,726 shares of Issuer's common stock sold in the price range of \$62.25 to \$62.90 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  
\*\* Signature of Reporting Person      12/15/2016  
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.