

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Stax William Frederick</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. Date of Event Requiring Statement (Month/Day/Year) <u>07/15/2015</u>	3. Issuer Name and Ticker or Trading Symbol <u>ASBURY AUTOMOTIVE GROUP INC [ ABG ]</u>  4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <u>X</u> Officer (give title below) Other (specify below) <u>Controller &amp; CAO</u>  5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <u>X</u> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	84	D	
Common Stock <sup>(1)</sup>	150 <sup>(1)</sup>	D	
Common Stock <sup>(2)</sup>	210 <sup>(2)</sup>	D	
Common Stock <sup>(3)</sup>	321 <sup>(3)</sup>	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Performance Share Units <sup>(4)</sup>	(4)	(4)	Common Stock	203	(4)	D	
Performance Share Units <sup>(5)</sup>	(5)	(5)	Common Stock	305	(5)	D	

Explanation of Responses:

1. Represents unvested shares of restricted stock granted on February 20, 2013. Such shares will vest on February 20, 2016.
2. Represents unvested shares of restricted stock granted on February 5, 2014. Such shares will vest in equal amounts on February 5, 2016 and February 5, 2017.
3. Represents unvested shares of restricted stock granted on February 5, 2015. Such shares will vest in equal amounts on February 5, 2016, February 5, 2017 and February 5, 2018.
4. Represents unvested Performance Share Units granted to the Reporting Person on February 20, 2013. Each performance share unit converts into one share of the Issuer's common stock upon vesting. Such units will vest on February 20, 2016.
5. Represents unvested Performance Share Units granted to the Reporting Person on February 5, 2014. Each performance share unit converts into one share of the Issuer's common stock upon vesting. Such units will vest in equal amounts on February 5, 2016 and February 5, 2017.

Remarks:

/s/ George A. Villasana, Attorney In Fact 07/21/2015  
\*\* 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 5 (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.

POWER OF ATTORNEY

I, William Frederick Stax, hereby appoint George Villasana, James Hurley and Dean Calloway of Asbury Automotive Group, Inc. (the "Company"), and each and every one of them, as my true and lawful attorneys-in-fact, to execute on my behalf, Forms 3, 4 and 5 (the "Form" or "Forms") in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, and to perform any and all acts on my behalf which may be necessary or desirable to complete and execute any Form and timely file such Form with the United States Securities and Exchange Commission, and to take any other action in connection with the foregoing which, in the opinion of such attorneys-in-fact may be of benefit to, in the best interest of, or for the advantage of the Company, and I grant to the attorneys-in-fact full power and authority to do and perform any act necessary or proper to be done in the exercise of any of the rights and powers hereinbefore granted to them, and I acknowledge that the attorneys-in-fact, in serving in such capacity at my request, are not assuming, nor is the Company assuming, any of my responsibilities. This Power of Attorney shall remain in full force and effect until I am no longer required to file the Forms with respect to my holding of and transaction in the securities of the Company.

By: \_\_\_\_\_  
Name: William Frederick Stax  
Date: June 29, 2015