

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Milstein Jed</u>  (Last) (First) (Middle) 2905 PREMIERE PARKWAY SUITE 300  (Street) DULUTH GA 30097  (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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SVP & CHRO
	3. Date of Earliest Transaction (Month/Day/Year) 02/03/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/03/2023		F		203 <sup>(1)</sup>	D	\$241.71	11,139	D	
Common Stock	02/03/2023		M		852 <sup>(2)</sup>	A	\$0	11,991	D	
Common Stock	02/03/2023		F		385 <sup>(3)</sup>	D	\$241.71	11,606	D	
Common Stock	02/04/2023		F		645 <sup>(4)</sup>	D	\$243.13	10,961	D	
Common Stock	02/04/2023		M		711 <sup>(5)</sup>	A	\$0	11,672	D	
Common Stock	02/04/2023		F		321 <sup>(6)</sup>	D	\$243.13	11,351	D	
Common Stock	02/07/2023		S		3,050	D	\$233.81 <sup>(7)</sup>	8,301	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
Performance Share Units	(8)	02/03/2023		M		852		(8)	(8)	Common Stock	852	\$0	852	D	
Performance Share Units	(9)	02/04/2023		M		711		(9)	(9)	Common Stock	711	\$0	0	D	

**Explanation of Responses:**

- Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of restricted share units granted on February 3, 2021.
- Represents shares of the Issuer's common stock issued upon the vesting of performance share units granted on February 3, 2021. 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 3, 2021.
- Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of restricted share units granted on February 4, 2020.
- Represents shares of the Issuer's common stock issued upon the vesting of performance share units granted on February 4, 2020. 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 4, 2020.
- Represents the weighted average share price of an aggregate total of 3,050 shares of Issuer's common stock sold in the price range of \$233.77 to \$234.01 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.
- Represents vesting of performance share units upon the Issuer having met certain performance objectives, which objectives were certified as having been met on March 7, 2022. 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 3, 2021 vested upon certification of the objectives having been met, which occurred on March 7, 2022, an additional one-third vested on February 3, 2023 and the remaining one-third vests on February 3, 2024.
- Represents vesting of performance share units upon the Issuer having met certain performance objectives, which objectives were certified as having been met on March 5, 2021. 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 4, 2020 vested upon certification of the objectives having been met, which occurred on March 5, 2021, an additional one-third vested on February 4, 2022 and the remaining one-third vests on February 4, 2023.

**Remarks:**

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

02/07/2023

\*\* 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.

