

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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>Katz Eugene S</u> (Last) (First) (Middle) <u>6263 CANTERBURY DRIVE</u> (Street) <u>EASTON MD 21601</u> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/29/2009</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/02/2009</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

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	01/29/2009		A		19,231 ⁽¹⁾	A	\$0	26,749	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)
							Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. This Amendment is being filed to correct a rounding error in the issuance of the Issuer's shares of common stock to the Reporting Person. The Reporting Person was granted 19,231 shares of the Issuer's common stock on January 29, 2009, rather than 19,230 shares, representing the annual equity portion of the Reporting Person's 2009 director compensation granted pursuant to the Issuer's 2002 Equity Incentive Plan.

Remarks:

Darlene Quashie Henry 02/19/2010
** 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.

POWER OF ATTORNEY

I, Eugene S. Katz, hereby appoint Elizabeth Chandler, Darlene Quashie

Henry and Philip R. Johnson of Asbury Automotive Group, Inc. (the "Company"), and each

and either of them my attorneys-in-fact to:

1. 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, which execution may include the insertion of my typed name on the signature line of any Form;

2. 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 any stock exchange or similar authority; and

3. 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 legally required by me, it being understood that the documents executed by such attorneys-in-fact on my behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneys-in-fact may approve in their discretion.

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

herein granted, as fully to all intents and purposes as I might or could do if personally

present. I ratify and confirm all that such attorneys-in-fact shall lawfully do by the rights

and powers granted by this Power of Attorney. The attorneys-in-fact shall have full

power of substitution or revocation.

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 to

comply with Section 16 of the Securities Exchange Act of 1934.

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 transactions

in

securities issued by the Company, unless I earlier revoke it in writing
delivered to the
foregoing attorneys-in-fact.

By: /s/ Eugene S. Katz

Name: Eugene S. Katz

Date: October 21, 2009