FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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* Hult David W						2. Issuer Name and Ticker or Trading Symbol ASBURY AUTOMOTIVE GROUP INC [ABG]								(Check	Officer (since title		10%	Owner
(Last) (First) (Middle) C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PARKWAY NW, SUITE 300					3. Date of Earliest Transaction (Month/Day/Year) 02/09/2021								X	President & CEO				
(Street) DULUTH GA 30097					4. IT	If Amendment, Date of Original Filed (Month/Day/Year)						Line)	,					
(City)	· · · · · · · · · · · · · · · · · · ·																	
Table I - Non-Deriva 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Ye					2A. Deemed Execution Date,			е,	3. Transaction Code (Instr. 8)		4. Securities Acquired Disposed Of (D) (Instr.		d (A) or		5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirec (I) (Instr. 4)	Ownership
									Code	v	Amount	(A) or (D)	Price		Transa	ted action(s) 3 and 4)		(Instr. 4)
Common Stock				02/09/2021					S		2,100(1)	D	\$158	3.16(2)	8	5,741	D	
Common Stock 0				02/09/2021					S		3,000(1)	D	\$159	9.65 ⁽³⁾ 82,7		2,741	D	
Common Stock				02/09/2021					S		2,200(1)	D	\$160	0.59 ⁽⁴⁾ 80,541		0,541	D	
Common Stock 02				02/09/2021					S		3,072(1)	D	\$161	51.73 ⁽⁵⁾		7,469	D	
Common Stock 02				02/09/2021					S		3,501(1)	D	\$162	2.81(6)	7.	3,968	D	
Common Stock 02/09				9/2021					S		6,048(1)	D	\$163.77(7)		67,920		D	
Common Stock 02/09/202				21			S			5,079(1)	D	\$16	4.5(8)	6	2,841	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 Execution Date (Month/Day/Year) if any (Month/Day/Year)		on Date, Trans Code		saction of pe (Instr. Si Ai (A		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ate Exe ration l nth/Day		Amou Secur Under Deriva Secur	7. Title and Amount of Securities Underlying Derivative Security (Ins. 3 and 4)		Price of rivative curity str. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
				Code		v	(A)	(D)	Date Exer	rcisable	Expiration Date	Title	Amour or Number of Shares	er				
Explanation	n of Respons	es:																

- 1. The reporting person sold shares as part of his annual financial planning strategy for asset diversification and estate planning purposes, which he has done in the past (May 2020) and may continue to do
- 2. Represents the weighted average share price of an aggregate total of 2,100 shares of Issuer's common stock sold in the price range of \$157.84 to \$158.79 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 3,000 shares of Issuer's common stock sold in the price range of \$159.17 to \$160.12 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 2,200 shares of Issuer's common stock sold in the price range of \$160.18 to \$161.13 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 3,072 shares of Issuer's common stock sold in the price range of \$161.25 to \$162.21 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.
- 6. Represents the weighted average share price of an aggregate total of 3,501 shares of Issuer's common stock sold in the price range of \$162.31 to \$163.25 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 6,048 shares of Issuer's common stock sold in the price range of \$163.31 to \$164.29 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
- 8. Represents the weighted average share price of an aggregate total of 5,079 shares of Issuer's common stock sold in the price range of \$164.31 to \$164.86 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

02/11/2021

** 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.

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