

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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* <u>Calloway Dean</u> (Last) (First) (Middle) C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PKWY, STE. 300 (Street) DULUTH GA 30097 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/01/2024	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 _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>SVP, General Counsel & Sec</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	2,699 ⁽¹⁾	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	(2)	(2)	Common Stock	169 ⁽²⁾	(2)	D	
Performance Share	(3)	(3)	Common Stock	206 ⁽³⁾	(3)	D	

Explanation of Responses:

- Includes 1,021 unvested restricted share units. Each restricted share unit converts into one share of the Issuer's common stock upon vesting. Vesting will occur as follows: 108 shares will vest on February 14, 2025; 113 shares will vest on February 16, 2025; 230 shares will vest on February 20, 2025; 108 shares will vest on February 14, 2026; 231 shares will vest on February, 20, 2026; and 231 shares will vest on February 20, 2027.
- Represents unvested Performance Share Units granted to the Reporting Person on February 16, 2022. Each performance share unit converts into one share of the Issuer's common stock upon vesting. Such units will vest on February 16, 2025.
- Represents unvested Performance Share Units granted to the Reporting Person on February 14, 2023. Each performance share unit converts into one share of the Issuer's common stock upon vesting. Such units will vest in equal parts on February 14, 2025 and February 14, 2026.

Remarks:

/s/Dean Calloway

07/03/2024

** 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.

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