

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>MONAGHAN CRAIG T</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. Issuer Name and Ticker or Trading Symbol <u>ASBURY AUTOMOTIVE GROUP INC</u> [<u>ABG</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/10/2016</u>	
	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	03/10/2016		G	V	35,575 ⁽¹⁾	D	\$0	125,519	D	
Common Stock	03/10/2016		G		11,858 ⁽¹⁾	A	\$0	11,858 ⁽²⁾	I	By trust ⁽²⁾
Common Stock	03/10/2016		G		11,858 ⁽¹⁾	A	\$0	11,858 ⁽³⁾	I	By trust ⁽³⁾
Common Stock	03/10/2016		G		11,859 ⁽¹⁾	A	\$0	11,859 ⁽⁴⁾	I	by trust ⁽⁴⁾
Common Stock	08/01/2016		S		1,578	D	\$58.37 ⁽⁵⁾	10,280	I	By trust ⁽²⁾
Common Stock	08/01/2016		S		3,422	D	\$59.45 ⁽⁶⁾	6,858	I	By trust ⁽²⁾
Common Stock	08/01/2016		S		1,578	D	\$58.37 ⁽⁵⁾	10,280	I	By trust ⁽³⁾
Common Stock	08/01/2016		S		3,422	D	\$59.45 ⁽⁶⁾	6,858	I	By trust ⁽³⁾
Common Stock	08/01/2016		S		1,577	D	\$58.37 ⁽⁷⁾	10,282	I	by trust ⁽⁴⁾
Common Stock	08/01/2016		S		3,423	D	\$59.45 ⁽⁸⁾	6,859	I	by trust ⁽⁴⁾
Common Stock	08/02/2016		S		3,149	D	\$56.22 ⁽⁹⁾	3,709	I	By trust ⁽²⁾
Common Stock	08/02/2016		S		851	D	\$57.32 ⁽¹⁰⁾	2,858	I	By trust ⁽²⁾
Common Stock	08/02/2016		S		3,200	D	\$56.22 ⁽¹¹⁾	3,658	I	By trust ⁽³⁾
Common Stock	08/02/2016		S		800	D	\$57.27 ⁽¹²⁾	2,858	I	By trust ⁽³⁾
Common Stock	08/02/2016		S		3,200	D	\$56.23 ⁽¹³⁾	3,659	I	by trust ⁽⁴⁾
Common Stock	08/02/2016		S		800	D	\$57.28 ⁽¹⁴⁾	2,859	I	by trust ⁽⁴⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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