SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).		orm 5	obligations
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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

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								
hours per response:	0.5							

			of Beeach Be(ii) of the investment Company rise of 1540				
1. Name and Address of Reporting Person* <u>MONAGHAN CRAIG T</u> (Last) (First) (Middle) C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PARKWAY NW, SUITE 300		T (Middle) /E GROUP, INC.	2. Issuer Name and Ticker or Trading Symbol <u>ASBURY AUTOMOTIVE GROUP INC</u> [ABG] 3. Date of Earliest Transaction (Month/Day/Year) 03/10/2016		k all applicable) Director Officer (give title below)	ting Person(s) to Issuer 10% Owner le Other (specify below) lent & CEO	
(Street) DULUTH (City)	GA (State)	30097 (Zip)	 4. If Amendment, Date of Original Filed (Month/Day/Year) 	6. Indi Line) X	vidual or Joint/Group Fil Form filed by One Re Form filed by More th Person	eporting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, (Month/Day/Year) 3. Transaction if any (Month/Day/Year) 8) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and Code (Instr. 8)				(A) or 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	V Amount (A) or (D) Price		Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	03/10/2016		G	v	35,575 ⁽¹⁾	D	\$ <mark>0</mark>	125,519	D	
Common Stock	03/10/2016		G		11,858 ⁽¹⁾	A	\$ <mark>0</mark>	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	\$ <mark>0</mark>	11,859(4)	I	by trust ⁽⁴⁾
Common Stock	08/01/2016		S		1,578	D	\$58.37 ⁽⁵⁾	10,280	Ι	By trust ⁽²⁾
Common Stock	08/01/2016		S		3,422	D	\$59.45 ⁽⁶⁾	6,858	Ι	By trust ⁽²⁾
Common Stock	08/01/2016		S		1,578	D	\$58.37 ⁽⁵⁾	10,280	Ι	By trust ⁽³⁾
Common Stock	08/01/2016		S		3,422	D	\$59.45 ⁽⁶⁾	6,858	Ι	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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Ta Date (Month/Day/Year)	Iffe Prenderiva Execution Date, if any (e.g., p -(Month/Day/Year)	itye Securi Transaction Utsue (Alus, 8)	the superior of the securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	if CATE FISH Expiration Da QUE I BIDS yr	issetrof, ^{ate} ୟୁନ୍ଦvertib	Dr Beneficiall Amount of Jese (Securities) Underlying Derivative Security (Instr. 3 and 4)	BOWA EN 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)
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) Code V	5. Number of Derivative Securities (A)quir(92) (A) or	6. Date Exerc Expiration Da (Month/Day/Y Date Exercisable	te	7. Title aAvenount Amountoof Securitiekumber Underlypofg Diekevatisenares Security (Instr. 3	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	10. Ownership Form: Direct (D) or Indirect -(i) (Instr. 4)-	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	of Respons		to for the honefit of th	o shildren of th	Disposed	 		and 4)	of on ch truct	Reported Transaction(s)	(1) (113(11-4)	
2 Shares own	were gifted to led by The Sha	nnon Monaghan Irrey	ts for the benefit of the vocable Trust for the	he children of the	d and the report	ing person of v	ting person's s	rting person's spouse	of each trust.	(Instr. 4)	•	
			ocable Trust for the b								•	•
4. Shares own	ed by the The	Rand Monaghan Irre	vocable Trust for the	benefit of a chil	d of the report	ing person, of v	which the repo	rting person's spous	e is the trustee			
5. Represents	the weighted a	verage share price of	an aggregate total of	1,578 shares of	Issuer's comn	non stock sold i	n the price rar Expiration	ige of \$57.91 to \$58.	.87 by the rep	orting person. The	e reporting per	son
5. Represents the weighted average share price of an aggregate total of 1,578 shares of Issuer's common stock sold in the price range of \$57.01 mbg58.87 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information between the weighted average share price of an aggregate total of 3,422 shares of Issuer's common stock sold in the price range of \$57.01 mbg58.87 by the reporting person. The reporting person of the price range of \$57.01 mbg58.87 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information the price range of \$52.21 to \$59.89 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 1,577 shares of Issuer's common stock sold in the price range of \$57.91 to \$58.87 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.												
			an aggregate total of ission staff, the Issue								e reporting per	son
9. Represents	the weighted a	verage share price of	an aggregate total of ission staff, the Issue	3,149 shares of	Issuer's comn	non stock sold i	n the price ran	nge of \$55.86 to \$56.	.73 by the rep	orting person. The	e reporting per	son
10. Represent	s the weighted	average share price o	of an aggregate total c	f 851 shares of	Issuer's comm	on stock sold ir	the price ran	ge of \$57.09 to \$57.0	61 by the repo	orting person. The	reporting pers	on
11. Represent	s the weighted	average share price o	ission staff, the Issue of an aggregate total of ission staff, the Issue	f 3,200 shares o	of Issuer's com	mon stock sold	in the price ra	inge of \$55.86 to \$50	6.73 by the rej	porting person. Th	e reporting pe	rson
12. Represent	s the weighted	average share price o	of an aggregate total of ission staff, the Issue	f 800 shares of	Issuer's comm	on stock sold ir	the price ran	ge of \$56.95 to \$57.	55 by the repo	orting person. The	reporting pers	on
13. Represent	s the weighted	average share price c	of an aggregate total c ission staff, the Issuer	of 3,200 shares o	of Issuer's com	mon stock sold	in the price ra	ange of \$55.86 to \$5	6.75 by the re	porting person. Th	ne reporting pe	erson
			of an aggregate total c ission staff, the Issue								reporting pers	on

Remarks:

/s/George A. Villasana,

Attorney In-Fact

08/03/2016

** 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.