

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

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

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

| | | | | | | | | |
|---|--|--|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>Stax William Frederick</u> _____ (Last) (First) (Middle) <u>C/O ASBURY AUTOMOTIVE GROUP, INC.</u> <u>2905 PREMIERE PARKWAY NW, SUITE 300</u> _____ (Street) <u>DULUTH GA 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) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <u>VP, Controller & CAO</u> | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/07/2021</u> | | | | | |
| | | | 4. 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 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 | 02/07/2021 | | F | | 74 ⁽¹⁾ | D | \$155.12 | 4,860 | D | |
| Common Stock | 02/07/2021 | | F | | 73 ⁽²⁾ | D | \$155.12 | 4,787 | D | |
| Common Stock | 02/08/2021 | | S | | 727 | D | \$164.22 ⁽³⁾ | 4,060 | D | |
| Common Stock | 02/09/2021 | | S | | 316 | D | \$164.63 | 3,744 | D | |
| Common Stock | 02/07/2021 | | M | | 335 ⁽⁴⁾ | A | \$0 | 485 | D | |
| Common Stock | 02/07/2021 | | F | | 101 ⁽⁵⁾ | D | \$155.12 | 3,643 | D | |
| Common Stock | 02/07/2021 | | M | | 301 ⁽⁶⁾ | A | \$0 | 786 | D | |
| Common Stock | 02/07/2021 | | F | | 91 ⁽⁷⁾ | D | \$155.12 | 3,552 | D | |
| Common Stock | 02/08/2021 | | F | | 172 ⁽⁸⁾ | D | \$165 | 3,380 | 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Performance Share Units | (9) | 02/07/2021 | | M | | | 335 | (9) | (9) | Common Stock | 335 | \$155.12 | 0 | D | |
| Performance Share Units | (10) | 02/07/2021 | | M | | | 301 | (10) | (10) | Common Stock | 301 | \$0 | 302 | D | |

Explanation of Responses:

- Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of restricted share units granted on February 7, 2018.
- Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of restricted share units granted on February 7, 2019.
- Represents the weighted average share price of an aggregate total of 727 shares of Issuer's common stock sold in the price range of \$164.01 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.
- Represents shares of the Issuer's common stock issued upon the vesting of performance share units granted on February 7, 2018. This transaction represents the vesting of one-third of this award.
- Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of performance share units, and the conversion of such units into shares of the Issuer's common stock, granted on February 7, 2018.
- Represents shares of the Issuer's common stock issued upon the vesting of performance share units granted on February 7, 2019. This transaction represents the vesting of one-third of this award.
- Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of performance share units, and the conversion of such units into shares of the Issuer's common stock, granted on February 7, 2019.
- Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of restricted share units granted on February 8, 2017.
- Represents vesting of performance share units upon the Issuer having met certain performance objectives, which objectives were certified as having been met on March 4, 2019. Each performance share unit converts into one share of the Issuer's common stock upon vesting. One-third of the performance share units granted on February 7, 2018 vested upon certification of the objectives having been met, which occurred on March 4, 2019, an additional one-third vested on February 7, 2020 and the remaining one-third vested on February 7, 2021.
- Represents vesting of performance share units upon the Issuer having met certain performance objectives, which objectives were certified as having been met on March 5, 2020. Each performance share unit converts into one share of the Issuer's common stock upon vesting. One-third of the performance share units granted on February 7, 2019 vested upon certification of the objectives having been met, which occurred on March 5, 2020, an additional one-third vested on February 7, 2021 and the remaining one-third vests on February 7, 2022.

Remarks:

/s/George A. Villasana,
Attorney In-Fact

02/09/2021

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.