

Villasana George A
 Form 4
 February 07, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Villasana George A

2. Issuer Name and Ticker or Trading Symbol
 ASBURY AUTOMOTIVE GROUP INC [ABG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 SVP, GC & Secretary

(Last) (First) (Middle)
 C/O ASBURY AUTOMOTIVE GROUP, INC., 2905 PREMIERE PARKWAY NW, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/05/2018

DULUTH, GA 30097
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	02/05/2018		F	221 ⁽¹⁾ D	\$ 65.6	15,357	D
Common Stock	02/05/2018		F	694 ⁽²⁾ D	\$ 65.6	14,663	D
Common Stock	02/05/2018		M	1,582 ⁽³⁾ A	\$ 0	16,245	D
Common Stock	02/05/2018		M	2,698 ⁽⁴⁾ A	\$ 0	18,943	D
	02/05/2018		M	A	\$ 0	20,084	D

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Common Stock				1,141 <u>(5)</u>			
Common Stock	02/05/2018	F	481 <u>(6)</u>	D	\$ 65.6	19,603	D
Common Stock	02/05/2018	F	819 <u>(7)</u>	D	\$ 65.6	18,784	D
Common Stock	02/05/2018	F	347 <u>(7)</u>	D	\$ 65.6	18,437	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Performance Share Units	<u>(8)</u>	02/05/2018		M	1,582	<u>(8)</u> <u>(8)</u>	Common Stock	1,582
Performance Share Units	<u>(9)</u>	02/05/2018		M	2,698	<u>(9)</u> <u>(9)</u>	Common Stock	2,698
Performance Share Units	<u>(10)</u>	02/05/2018		M	1,141	<u>(10)</u> <u>(10)</u>	Common Stock	1,141

Reporting Owners

Reporting Owner Name / Address	Relationships
Villasana George A C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PARKWAY NW, SUITE 300 DULUTH, GA 30097	Director 10% Owner Officer Other SVP, GC & Secretary

Signatures

/s/George A.
Villasana

02/07/2018

__Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of a restricted stock award granted on February 5, 2015.
- (2) Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of a restricted stock award granted on February 5, 2016.
- (3) Represents shares of the Issuer's common stock issued upon the vesting of performance share units granted on February 5, 2015. This transaction represents the vesting of one-third of this award.
- (4) Represents shares of the Issuer's common stock issued upon the vesting of performance share units granted on February 5, 2016. This transaction represents the vesting of one-third of this award.
- (5) Represents shares of the Issuer's common stock issued upon the vesting of performance share units granted on February 5, 2016. This transaction represents the vesting of 14.8% of this award.
- (6) 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 5, 2015.
- (7) 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 5, 2016.
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, 2016. 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 5, 2015 vested upon certification of the objectives having been met, which occurred on March 4, 2016, an additional one-third vested on February 5, 2017 and the remaining one-third vested on February 5, 2018.
- (8) Represents vesting of performance share units upon the Issuer having met certain performance objectives, which objectives were certified as having been met on March 6, 2017. 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 5, 2016 vested upon certification of the objectives having been met, which occurred on March 6, 2017, an additional one-third vested on February 5, 2018 and the remaining one-third vests on February 5, 2019.
- (9) Represents vesting of performance share units upon the Issuer having met certain performance objectives, which objectives were certified as having been met on January 24, 2017. Each performance share unit converts into one share of the Issuer's common stock upon vesting. The performance share units granted on February 5, 2016 vest on each anniversary of the grant date over a five year period as follows: 14.8% vested on February 5, 2017; 14.8% vested on February 5, 2018; 14.8% vests on February 5, 2019; 27.8% vests on February 5, 2020; and 27.8% vests on February 5, 2021.
- (10)

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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