

Milstein Jed  
Form 4  
February 11, 2019

**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 \*  
Milstein Jed

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2905 PREMIERE  
PARKWAY, SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)  
02/07/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP & CHRO

(Street)  
DULUTH, GA 30097

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

(City) (State) (Zip)

**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	02/07/2019		F		188 <sup>(1)</sup>	D	
					\$ 69.18		10,616
Common Stock	02/07/2019		F		220 <sup>(1)</sup>	D	
					\$ 69.18		10,396
Common Stock	02/07/2019		A		2,313 <sup>(2)</sup>	A	
					\$ 0		12,709
Common Stock	02/08/2019		F		123 <sup>(3)</sup>	D	
					\$ 69.02		12,586
Common Stock	02/08/2019		M		777 <sup>(4)</sup>	A	
					\$ 0		13,363

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Common Stock      02/08/2019      F      234 <sup>(5)</sup> D      \$ 69.02      13,129      D

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

**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 control number.**      SEC 1474 (9-02)

**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. P... Der... Sec... (Ins...	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Performance Share Units	<u>(6)</u>	02/08/2019		M	777	<u>(6)</u>	<u>(6)</u>	Common Stock	777

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Milstein Jed 2905 PREMIERE PARKWAY SUITE 300 DULUTH, GA 30097			SVP & CHRO	

## Signatures

/s/George A. Villasana, Attorney  
In-Fact      02/11/2019

              \*\*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 7, 2018.

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- (2) Represents grant of restricted stock award. Vesting will occur in three equal annual installments beginning on the first anniversary of the grant date.
- (3) 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 8, 2017.
- (4) Represents shares of the Issuer's common stock issued upon the vesting of performance share units granted on February 8, 2017. This transaction represents the vesting of one-third of this award.
- (5) 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 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 12, 2018. Each performance share unit converts into one share of the Issuer's common stock upon vesting.
- (6) One-third of the performance share units granted on February 8, 2017 vested upon certification of the objectives having been met, which occurred on March 12, 2018, an additional one-third vested on February 8, 2019 and the remaining one-third vests on February 8, 2020.

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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