Edgar Filing: ASBURY AUTOMOTIVE GROUP INC - Form 4

ASBURY AU Form 4 May 14, 2008	UTOMOTIVE C	GROUP II	NC								
									OMB AI	PROVAL	
FORM	STATES	S SECURITIES AND EXCHANGE (Washington, D.C. 20549				IGE (COMMISSION	OMB Number:	3235-0287		
Check thi if no long subject to Section 10 Form 4 or	er STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 5. SECURITIES							Expires:January 31 2005Estimated average burden hours per response0.5			
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Secur Section 17(a) of the Public Utility Holding Co 30(h) of the Investment Compa						ng Company Act of 1935 or Section					
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> MONAGHAN CRAIG T			2. Issuer Name and Ticker or Trading Symbol ASBURY AUTOMOTIVE GROUP					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			INC [NYSE: ABG]								
	RY AUTOMOT 2 THIRD AVEN		3. Date of (Month/D 05/12/20		ansaction			Director X Officer (give below) S		Owner er (specify	
				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YORF	K, NY 10017							Form filed by M Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	med on Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned	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	Transaction(s) (Instr. 3 and 4)			
Common stock, par value \$0.01 per share	05/12/2008			А	30,000 (1)	A	\$ 0	30,000	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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
MONAGHAN CRAIG T C/O ASBURY AUTOMOTIVE GROUP 622 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017			SVP & CFO					
Signatures								
Lynne A. Burgess, Attorney-in-Fact	05/14/200	8						
**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) The reporting person was granted restricted stock under the Issuer's 2002 Equity Incentive Plan. The restricted stock vests 100% on May 12, 2011, the third anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.