Edgar Filing: MARITZ PHILIP F - Form 4

Form 4	IILIP F										
February 02,	2009										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB AI	OMB APPROVAL		
	UNITEDS	TATES			ND EXC D.C. 205		IGE (COMMISSION	OMB Number:	3235-0287	
Check thi if no long	or								Expires:	January 31 2005	
subject to Section 1 Form 4 o	F CHANGES IN BENEFICIAL OW SECURITIES						Estimated a burden hou response	average			
Form 5 obligations may continue. See Instruction 1(b). 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 F	Responses)										
1. Name and Address of Reporting Person <u>*</u> MARITZ PHILIP F			2. Issuer Name and Ticker or Trading Symbol ASBURY AUTOMOTIVE GROUP INC [NYSE: ABG]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(M				3. Date of Earliest Transaction (Month/Day/Year) 01/29/2009				X Director 10% Owner Officer (give title Other (specify below) below)			
FUKSTIN											
Filed(Mon				endment, Date Original onth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
ST. LOUIS, MO 63105				Person					fore than One Reporting		
(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)	ecurity (Month/Day/Year) Execution Date, if instr. 3) any		on Date, if	Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
G				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common stock, par value \$.01 per share	01/29/2009			А	19,230 (1)	A	\$ 0	29,248	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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and int of rlying ities . 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							
Reporting Owner Punie / Puniess	Director	10% Owner	Officer	Other				
MARITZ PHILIP F C/O MARITZ WOLFF & CO 7701 FORSYTH SUITE 1025 ST. LOUIS, MO 63105	Х							
Signatures								
Lynne A. Burgess, Attorney-in-Fact		02/02/2009						
<pre>**Signature of Reporting Person</pre>		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) This grant of the Issuer's common stock represents the annual equity portion of the reporting person's compensation for serving as a director of the Issuer, and was granted pursuant to the Issuer's 2002 Equity Incentive Plan.

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.