Edgar Filing: JOHNSON PHILLIP R - Form 4

| JOHNSON P | HILLIP R | | | | | | | | | | | |
|---|--|--|--|---------------------------------------|--|--|---------|---|------------------|---------------------------------------|--|--|
| Form 4 March 20, 20 | 00 | | | | | | | | | | | |
| | | | | | | | | | OMB A | PPROVAL | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | 3235-0287 | | | | |
| Check this | | | | | 210120 | | | | Expires: | January 31, | | |
| if no longe subject to Section 16 Form 4 or | 51AIEN 5. | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | | Estimated average burden hours per | | |
| Form 5 obligation may conti <i>See</i> Instru 1(b). | Filed pur ^s Section 17(| 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 R | esponses) | | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> JOHNSON PHILLIP R | | | 2. Issuer Name and Ticker or Trading Symbol ASBURY AUTOMOTIVE GROUP INC [ABG] | | | | - | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| GROUP, IN | (First) (1 Y AUTOMOTI C., 2905 PREMI NW, SUITE 30 | Middle) VE ERE | - | Earliest Tra ay/Year) | insaction | | | Director X Officer (giv below) Vice | | | | |
| | | | | ndment, Date Original th/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 | | | | |
| DULUTH, C | GA 30097 | | | | | | | Person | viore than One R | eporting | | |
| (City) | (State) | (Zip) | Table | I - Non-Do | erivative S | Securi | ties Ac | quired, Disposed o | f, or Beneficia | lly Owned | | |
| 1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution D any (Month/Day | | n Date, if TransactionAcquired (A) or Code Disposed of (D) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 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 | 03/18/2009 | | | А | 2,000 (1) | A | \$0 | 25,855 | 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.

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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) | 4. Transacti Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | 7. Tit Amou Unde Secur (Instr | ınt of rlying | 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 | | | | |
| JOHNSON PHILLIP R C/O ASBURY AUTOMOTIVE GROUP, 2905 PREMIERE PARKWAY NW, SUIT DULUTH, GA 30097 | | | Vice President, HR | | | | | |
| Signatures | | | | | | | | |
| Lynne A. Burgess, Attorney-in-Fact | 03/20/2009 | | | | | | | |

Date

**Signature of Reporting Person

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).

These shares of the Issuer's common stock were awarded by the Issuer to the reporting person as settlement of certain non-derivative performance shares that were granted for the performance period of fiscal years 2006, 2007 and 2008 (the "Period"). Each performance share converts into one share of the Issuer's common stock and the vesting of such performance shares are contingent upon the Issuer

(1) meeting certain performance objective for the Issuer's earning per share and performance of its four revenue sources over the Period. Had the Issuer achieved 100% of its performance goals for the Period, the reporting person would have received 5,000 shares of common stock. The Issuer achieved 40% of its targeted performance goals for the Period and thus awarded the reporting person 2,000 shares of its common stock, representing 40% of the targeted amount.

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.