Oglesby Charles R Form 4/A March 17, 2011

# FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

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

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

may continue. See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

**SECURITIES** 

1(b).

obligations

(Print or Type Responses)

Oglesby Charles R

1. Name and Address of Reporting Person \*

			ASBURY AUTOMOTIVE GROUP INC [ABG]				ROUP	(Check all applicable)				
(Last)	(First)			of Earliest T Day/Year)	Transaction		_	_X Director Officer (give ti	tle Othe	Owner r (specify		
C/O ASBU	JRY AUTOMOT		02/24/2	-			b	elow)	below)			
	NC., 2905 PREM	IIERE										
PARKWA												
	(Street)		endment, D	Č	al		6. Individual or Joint/Group Filing(Check					
				Filed(Month/Day/Year) 02/28/2011				Applicable Line) _X_ Form filed by One Reporting Person				
DULUTH,	GA 30097	0212012	12/20/2011				Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or				5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common stock, par value \$.01	02/24/2011			Code V	Amount 50,000	(D) D	Price \$ 18.0968 (1)	(Instr. 3 and 4) 109,693	D			
Common stock, par	02/25/2011			S	25,000	D	\$ 18.442 (2)	84,693	D			
value \$.01 per share									_			
Common stock, par	02/25/2011			S	32,365	D	\$ 18.5393	52,328 (4)	D			

value \$.01 per share

(3)

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)	4. Transaction Code (Instr. 8)	of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3,	5	ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Oglesby Charles R C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PARKWAY NW DULUTH, GA 30097



## **Signatures**

Darlene Quashie, Attorney-in-Fact

\*\*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).

Represents the weighted average share price of an aggregate total of 50,000 shares sold in the price range of \$18.00 to \$18.22 by the (1) reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

**(2)** 

Reporting Owners 2

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Represents the weighted average share price of an aggregate total of 25,000 shares sold in the price range of \$18.25 to \$18.61 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- Represents the weighted average share price of an aggregate total of 32,365 shares sold in the price range of \$18.50 to \$18.58 by the (3) reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) This Form 4/A is being filed due to a typo in teh final number reported in this row in the original Form 4 filing.

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.