

ASBURY AUTOMOTIVE GROUP INC

Form 4

February 09, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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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 \*  
Karolis George

(Last) (First) (Middle)

C/O ASBURY AUTOMOTIVE  
GROUP, INC., 2905 PREMIERE  
PARKWAY NW, SUITE 300

(Street)

DULUTH, GA 30097

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
SymbolASBURY AUTOMOTIVE GROUP  
INC [ABG]3. Date of Earliest Transaction  
(Month/Day/Year)  
02/05/20164. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)  
SVP, Corp. Dev. & Real Estate6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person**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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/05/2016		A	(A) or (D) Amount 4,926 (1)	\$ 0	6,210	D
Common Stock	02/05/2016		M	860 (2)	\$ 0	7,070	D
Common Stock	02/05/2016		F	166 (3)	\$ 46.7	6,904	D
Common Stock	02/05/2016		F	230 (4)	\$ 46.7	6,674	D
	02/05/2016		F	323 (5)		6,351	D

Common Stock	\$ 46.7
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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. 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		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Share Units	(6)	02/05/2016		M		860		(6)	(6)	Common Stock	860

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Karolis George C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PARKWAY NW, SUITE 300 DULUTH, GA 30097			SVP, Corp. Dev. & Real Estate	

## Signatures

/s/George A. Villasana, Attorney  
In-Fact 02/09/2016

\*\*\*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 grant of restricted stock award. Vesting will occur in three equal annual installments beginning on the first anniversary of the grant date.

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- (2) Represents shares of the Issuer's common stock issued upon the vesting of performance share units granted on February 5, 2014. This transaction represents the vesting of one-third of this award.
- (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 5, 2015.
- (4) 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 5, 2014.
- (5) Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of performance share units, granted on February 5, 2014.
- (6) Represents vesting of performance share units upon the Issuer having met certain performance objectives, which objectives were certified as having been met on March 4, 2015. Each performance share unit converts into one share of the Issuer's common stock upon vesting. One-third of the performance share units granted on February 5, 2014 vested upon certification of the objectives having been met, which occurred on March 4, 2015, an additional one-third vested on February 5, 2016 and the remaining one-third vests on February 5, 2017.

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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