

Stax William Frederick
Form 4
February 07, 2018

FORM 4

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

Check this box
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Stax William Frederick

(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
Symbol

ASBURY AUTOMOTIVE GROUP
INC [ABG]

3. Date of Earliest Transaction
(Month/Day/Year)
02/05/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP, Controller & CAO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/05/2018		F	39 <u>(1)</u>	D	\$ 65.6	4,547 D
Common Stock	02/05/2018		F	128 <u>(2)</u>	D	\$ 65.6	4,419 D
Common Stock	02/05/2018		M	156 <u>(3)</u>	A	\$ 0	4,575 D
Common Stock	02/05/2018		M	500 <u>(4)</u>	A	\$ 0	5,075 D
	02/05/2018		F	56 <u>(5)</u>	D		5,019 D

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Common Stock					\$ 65.6		
Common Stock	02/05/2018	F	159 <u>(6)</u>	D	\$ 65.6	4,860	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	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	(7)	02/05/2018		M	156	(7)	(7)	Common Stock	156
Performance Share Units	(8)	02/05/2018		M	500	(8)	(8)	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships
Stax William Frederick C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PARKWAY NW, SUITE 300 DULUTH, GA 30097	Director 10% Owner Officer Other VP, Controller & CAO

Signatures

/s/George A. Villasana, Attorney
In-Fact 02/07/2018

__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 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.
- (2) 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, 2016.
- (3) Represents shares of the Issuer's common stock issued upon the vesting of performance share units granted on February 5, 2015. This transaction represents the vesting of one-third of this award.
- (4) Represents shares of the Issuer's common stock issued upon the vesting of performance share units granted on February 5, 2016. This transaction represents the vesting of one-third of this award.
- (5) Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of performance share units, and the conversion of such units into shares of the Issuer's common stock, granted on February 5, 2015.
- (6) Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of performance share units, and the conversion of such units into shares of the Issuer's common stock, granted on February 5, 2016.

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, 2016. Each performance share unit converts into one share of the Issuer's common stock upon vesting.
- (7) One-third of the performance share units granted on February 5, 2015 vested upon certification of the objectives having been met, which occurred on March 4, 2016, an additional one-third vested on February 5, 2017 and the remaining one-third vested on February 5, 2018.

Represents vesting of performance share units upon the Issuer having met certain performance objectives, which objectives were certified as having been met on March 6, 2017. Each performance share unit converts into one share of the Issuer's common stock upon vesting.
- (8) One-third of the performance share units granted on February 5, 2016 vested upon certification of the objectives having been met, which occurred on March 6, 2017, an additional one-third vested on February 5, 2018 and the remaining one-third vests on February 5, 2019.

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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