

Hanlon Bryan
Form 4
December 03, 2009

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hanlon Bryan

2. Issuer Name and Ticker or Trading Symbol
ASBURY AUTOMOTIVE GROUP INC [ABG]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Controller & CAO

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/02/2009

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DULUTH, GA 30097

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common stock, par value \$.01 per share	12/02/2009		M	6,666	D \$ 3.65	7,116	D
Common stock, par value \$.01 per share	12/02/2009		S	4,266	D \$ 11.16	2,850	D
Common stock, par	12/02/2009		S	900	D \$ 11.17	1,950	D

value \$.01
per share

Common
stock, par
value \$.01
per share

12/02/2009	S	100	D	\$ 11.19	1,850	D
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Common
stock, par
value \$.01
per share

12/02/2009	S	1,200	D	\$ 11.2	650	D
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Common
stock, par
value \$.01
per share

12/02/2009	S	200	D	\$ 11.22	450	D
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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. Amount or Number of Shares
Stock Option (employee right to buy)	\$ 3.65	12/02/2009		M	6,666	<u>(1)</u> 11/21/2018	Common stock, par value \$.01 per share	6,666

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hanlon Bryan
C/O ASBURY AUTOMOTIVE GROUP, INC.
2905 PREMIERE PKWY NW, SUITE 300
DULUTH, GA 30097

Controller
& CAO

Signatures

Darlene Quashie,
Attorney-in-Fact

12/03/2009

**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) The reporting person was granted a stock option to purchase 20,000 shares of the Issuer's common stock on November 21, 2008, with the first installment of three equal vesting installments becoming exercisable on November 21, 2009.

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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