

Sawicki Michael
 Form 3
 December 13, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Sawicki Michael</p> <p>(Last) (First) (Middle)</p> <p>C/O ASBURY AUTOMOTIVE GROUP, INC., Â 2905 PREMIERE PARKWAY NW</p> <p>(Street)</p> <p>DULUTH, Â GA Â 30097</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/06/2011</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ASBURY AUTOMOTIVE GROUP INC [ABG]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Controller & PAO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Common stock, par value \$.01 per share | 1,488 | D | Â |
| Common stock, par value \$.01 per share | 2,445 ⁽¹⁾ | D | Â |
| Common stock, par value \$.01 per share | 1,650 ⁽²⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small> | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--------------------|--|----------------------------------|---|---|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Performance share (right to receive) | Â (3) | Â (3) | Common stock, par value \$.01 per share | 2,234 | \$ 0 | D | Â |
| Stock option (employee right to buy) | 11/21/2011 ⁽⁴⁾ | 11/21/2018 | Common stock, par value \$.01 per share | 3,334 | \$ 3.65 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------|
| | Director | 10% Owner | Officer | Other |
| Sawicki Michael C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PARKWAY NW DULUTH, GA 30097 | Â | Â | Â | Controller & PAO Â |

Signatures

Darlene Quashie,
Attorney-in-Fact

12/13/2011

 Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 restricted stock under the Issuer's 2002 Equity Incentive Plan on February 16, 2010. The vesting of this restricted stock is in three equal installments, which began on February 16, 2011.
 - (2) The reporting person was granted restricted stock under the Issuer's 2002 Equity Incentive Plan on February 15, 2011. This restricted stock vests in three equal installments beginning on February 15, 2012.
- Each performance share represents a contingent right to receive a share of the Issuer's common stock based on the Issuer's performance during the performance period of the fiscal year 2010 (the "2010 Period") and the award of 3,350 shares of common stock granted to the reporting person on March 15, 2011 as a result of the Company's performance during the 2010 Period. One-third of the 3,350 shares were vested as of March 15, 2011 and the remaining shares vest ratably over the second and third anniversaries of the grant date. In order for the reporting person to receive these performance shares on the second and third anniversaries of the grant date, the reporting person must be an employee of the Issuer on such dates.
- (4) The reporting person was granted this stock option on November 21, 2008.

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.