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Kearney Mich Form 4	ael										
March 20, 200)9										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									PPROVAL		
	UNITED	STATES		ITIES A. hington,			NGE (COMMISSION	OMB Number:	3235-0287	
Check this if no longe subject to Section 16. Form 4 or Form 5 obligations may contin <i>See</i> Instruc 1(b).	r STATEN Filed pur Section 17(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 20(b) of the Investment Company Act of 1940								January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type Re	esponses)										
1. Name and Address of Reporting Person <u>*</u> Kearney Michael			2. Issuer Name and Ticker or Trading Symbol ASBURY AUTOMOTIVE GROUP INC [ABG]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) C/O ASBURY AUTOMOTIVE GROUP, INC., 2905 PREMIERE PKWY NW, SUITE 300			3. Date of Earliest Transaction(Month/Day/Year)03/18/2009					Director 10% Owner Officer (give title Other (specify below) SVP & Chief Operating Officer			
	(Street)		lment, Date Original /Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
DULUTH, G	A 30097							Person		eporting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	of. or Beneficial	llv Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)) Execution any	med	3. Transactio Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	ties I (A) o I of (D 4 and (A) or	or)) 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	
Common stock, par value \$.01 per share	03/18/2009			Code V A	Amount 8,000 (1)	(D) A	Price \$ 0	81,778	D		

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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Kearney Michael C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PKWY NW, SUITE 300 DULUTH, GA 30097			SVP & Chief Operating Officer				
Signatures							

Michael 03/20/2009 Kearney

<u>**</u>Signature of Reporting Person Date

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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).

These shares of the Issuer's common stock were awarded by the Issuer to the reporting person as settlement of certain non-derivative performance shares that were granted for the performance period of fiscal years 2006, 2007 and 2008 (the "Period"). Each performance share converts into one share of the Issuer's common stock and the vesting of such performance shares are contingent upon the Issuer

(1) meeting certain performance objective for the Issuer's earning per share and performance of its four revenue sources over the Period. Had the Issuer achieved 100% of its performance goals for the Period, the reporting person would have received 20,000 shares of common stock. The Issuer achieved 40% of its targeted performance goals for the Period and thus awarded the reporting person 8,000 shares of its common stock, representing 40% of the targeted amount.

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.