

Sawicki Michael
Form 4
February 21, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sawicki 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)

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

02/16/2012

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Controller & CAO

C/D ASBURY AUTOMOTIVE
GROUP, INC., 2905 PREMIERE
PARKWAY NW

(Street)

4. If Amendment, Date Original
Filed(Month/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
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. 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, par value \$.01 per share	02/16/2012		F	398 ⁽³⁾ D \$ 0	6,483	D	
Common stock, par value \$.01 per share	02/16/2012		M	1,117 ₍₁₎ A \$ 0	7,600	D	
Common stock, par	02/16/2012		F	363 ⁽²⁾ D \$ 0	7,237	D	

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value \$.01
per share

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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance Shares	(4)	02/16/2012		M	1,117	(4)	(4)	Common stock, par value \$.01 per share
								1,117

Reporting Owners

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

Signatures

Darlene Quashie,
Attorney-in-Fact 02/21/2012

__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).

These shares of the Issuer's common stock were awarded by the Issuer to the Reporting Person as settlement of certain performance shares that were granted for the performance period of fiscal year 2010 (the "2010 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 meeting certain performance objectives over the 2010 Period. Had the Issuer's achieved 100% of its performance goals for the 2010 Period, the Reporting Person would have received 2,500 shares. The Issuer achieved 134% of its targeted performance goals for the 2010 Period and thus awarded the Reported Person 3,350 shares of its common stock, representing 134% of the targeted amount. One-third of these performance shares vested as of the grant date and these shares represent the second vested tranche of this award, with the final tranche vesting on the third anniversary of the grant date.

(1) Represents the number of shares of the Issuer's common stock withheld for payment of taxes on performance shares granted on February 16, 2010.

(2) Represents the number of shares of the Issuer's common stock withheld for payment of taxes on shares of restricted stock granted on February 16, 2010.

(3) 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 2010 Period and the award granted to the Reporting Person as a result of such performance. 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. This transaction represents the vesting of the second tranche of this award.

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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