## Edgar Filing: MONAGHAN CRAIG T - Form 4

MONAGHA Form 4	AN CRAIG T									
February 20	, 2013									
FORM	4					<b></b>			OMB AF	PPROVAL
	UNITE	shington,			NGE C	OMMISSION	OMB Number:	3235-0287		
Check th if no lon	aer								Expires:	January 31, 2005
subject t Section Form 4 c Form 5	o <b>SIAII</b> 16. or	EMENT O	Estimated average burden hours per response							
obligatic may con <i>See</i> Instr 1(b).	tinue. Section 1	7(a) of the	Public U		ding Com	ipany	Act of	e Act of 1934, 1935 or Sectior 0	1	
(Print or Type	Responses)									
1. Name and A MONAGH	Symbol					5. Relationship of Reporting Person(s) to Issuer				
	ASBUF INC [A	RY AUTC BG]	DMOTIV	E GR	OUP	(Check all applicable)				
				e of Earliest Transaction h/Day/Year)				X Director X Officer (give below)		Owner er (specify
GROUP, IN	RY AUTOMO IC., 2905 PREI Y NW, SUITE I	MIERE	02/15/2	013				· · · · · · · · · · · · · · · · · · ·	sident & CEO	
	endment, Date Original				6. Individual or Joint/Group Filing(Check					
DULUTH,	GA 30097		Filed(Mo	nth/Day/Year	·)			Applicable Line) _X_Form filed by C Form filed by M Person		
(City)	(State)	(Zip)	Tab	le I - Non-E	Derivative S	Securi	ties Acqu	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution any		3. Transactic Code (Instr. 8)	(A) or Disposed of (D) code (Instr. 3, 4 and 5) Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/15/2013			Code V F	Amount 5,498	or (D) D	Price \$ 36.08	(Instr. 3 and 4) 214,654	D	
Common Stock	02/18/2013			F	2,981 (2)	D	\$ 36.08	211,673	D	
Common Stock	02/18/2013			F	5,595 (2)	D	\$ 36.08	206,078	D	
Common Stock	02/18/2013			F	5,523 ( <u>3)</u>	D	\$ 36.08	200,555	D	
	02/18/2013			А		А	\$ 0	216 189	D	

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Common Stock			15,634 (4)				
Common Stock	02/18/2013	F	7,497 (5)	D	\$ 36.08	208,692	D
Common Stock	02/18/2013	А	11,517 (6)	А	\$ 0	220,209	D
Common Stock	02/18/2013	F	5,523 (7)	D	\$ 36.08	214,686	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu 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						
1	Director	10% Owner	Officer	Other			
MONAGHAN CRAIG T C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PARKWAY NW, SUITE 300 DULUTH, GA 30097	Х		President & CEO				
Signatures							
/s/ George A. Villasana, Attorney 02 in Fact 02	2/20/2013						
**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 on shares of restricted stock granted on February 15, 2012.
- (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) 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, 2011.

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

- (4) during the 2010 reflot and the award granted to the Reporting refson as a result of such performance. In order for the Reporting refson as a result of such performance, in order for the Reporting refson as a result of such performance. In order for the Reporting refson as a result of such performance, in order for the Reporting refson as a result of such performance.
   (4) to receive these performance shares, the Reporting Person must be an employee of the Issuer on the first, second and third anniversaries of the grant date. This transaction represents the vesting of the third and final tranche of this award.
- (5) Represents the number of shares of the Issuer's common stock withheld for payment of taxes on performance shares granted on February 16, 2010.

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 2011 Period and the award granted to the Reporting Person as a result of such performance. In order for the Reporting Person

- (6) during the 2011 Ferror and the award granted to the Reporting Ferror as a result of such performance. In order for the Reporting Ferror to receive these performance shares, the Reporting Person must be an employee of the Issuer on the first, second and third anniversaries of the grant date. This transaction represents the vesting of the second tranche of this award.
- (7) Represents the number of shares of the Issuer's common stock withheld for payment of taxes on performance shares granted on February 16, 2011.

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.