Edgar Filing: KRENZ SCOTT J - Form 4

VDENZ COTT I

Form 4											
February 22, 2									OMB A	PPROVAL	
	UNITED S	TATES	SECURITIES AND EXCHANGE COMMIS Washington, D.C. 20549						OMB Number:	3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5	box STATEMENT OF CHANGES IN BENEFICIAL SECURITIES Filed pursuant to Section 16(a) of the Securities Ex								Expires: Estimated a burden hou response	irs per	
obligations may contin <i>See</i> Instruct 1(b).	nue. Section 17(a)	Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940									
(Print or Type Re	esponses)										
1. Name and Address of Reporting Person <u>*</u> KRENZ SCOTT J			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 (I			3. Date of Earliest Transaction (Month/Day/Year) 02/20/2013					Director 10% Owner <u>X</u> Officer (give title Other (specify below) SVP & CFO			
				ndment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
DULUTH, G	A 30097								More than One Re		
(City)	(State) (Z	Zip)	Table	I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)		ransaction Date 2A. Deemed nth/Day/Year) Execution Date, if any (Month/Day/Year)		TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (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)		
Common Stock	02/20/2013			A	7,440 (<u>1)</u>	A	\$ 0	31,249	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)

Edgar Filing: KRENZ SCOTT J - Form 4

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. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own 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			
KRENZ SCOTT J C/O ASBURY AUTOMOTIVE GROUP, IN 2905 PREMIERE PARKWAY NW, SUITE 3 DULUTH, GA 30097			SVP & CFO				
Signatures							
/s/ George A. Villasana, Attorney in Fact	02/22/2013						
**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).
- The reporting person was granted a restricted stock award under the Company's 2012 Equity Incentive Plan. Vesting will occur annually (1) over a period of three years beginning on the first anniversary of the grant date.

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.