Style Keith Form 4 March 20, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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may continue.

See Instruction

Check this box

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)

1(b).

| 1. Name and A Style Keith                      | Symbo<br>ASBU  | 2. Issuer Name and Ticker or Trading<br>Symbol<br>ASBURY AUTOMOTIVE GROUP<br>INC [ABG] |   |  |     | 5. Relationship of Reporting Person(s) to<br>Issuer  (Check all applicable)  |   |                            |           |  |
|--|--|--|---|--|-----|--|---|----------------------------|-----------|--|
| GROUP, IN                                      | (First) (M<br>RY AUTOMOTIVIC., 2905 PREMINATE 300  | (Month<br>VE 03/18   | 3. Date of Earliest Transaction (Month/Day/Year) 03/18/2009 |  |     |  | Director 10% Owner Officer (give title Other (specify below) VP, Finance                          |                            |           |  |
|  | (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 |                            |           |  |
| DULUTH,  | GA 30097   |  |   |  |     |  | Form filed by More than One Reporting Person  |                            |           |  |
| (City)   | (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |   |  |     |  |   |                            | lly Owned |  |
| 1.Title of<br>Security<br>(Instr. 3)           | 2. Transaction Date<br>(Month/Day/Year)  |  | Code  | 4. Securities Acquired ion(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or |     | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4)                              | D) or Beneficial ownership |           |  |
| Common<br>stock, par<br>value .01<br>per share | 03/18/2009   |  | Code V  | Amount 800 (1)   | ` ' | Price \$ 0   | 4,789   | D                          |           |  |
| Common<br>stock, par<br>value .01<br>per share | 03/18/2009   |  | F   | 309  | D   | \$<br>3.65   | 4,480   | D                          |           |  |

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

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SEC 1474 (9-02)

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

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc | cisable and | 7. Title     | and      | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|--------------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | onNumber   | Expiration D  | ate         | Amoun        | it of    | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)       | Underly      | ying     | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |             | Securit      | ies      | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |               |             | (Instr. 3    | 3 and 4) |             | Own    |
|             | Security    |                     |                    |            | Acquired   |               |             |              |          |             | Follo  |
|             | ·           |                     |                    |            | (A) or     |               |             |              |          |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |             |              |          |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |             |              |          |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |             |              |          |             | Ì      |
|             |             |                     |                    |            | 4, and 5)  |               |             |              |          |             |        |
|             |             |                     |                    |            |            |               |             |              |          |             |        |
|             |             |                     |                    |            |            |               |             | 1            | Amount   |             |        |
|             |             |                     |                    |            |            | Date          | Expiration  |              | or       |             |        |
|             |             |                     |                    |            |            | Exercisable   | Date        | Title Number |          |             |        |
|             |             |                     |                    |            |            |               |             |              | of       |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |             |              | Shares   |             |        |

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Style Keith C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PKWY NW, SUITE 300 DULUTH, GA 30097

VP, Finance

**Signatures** 

Lynne A. Burgess, Attorney-in-Fact 03/20/2009

\*\*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 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 2,000 shares of common stock. The Issuer achieved 40% of its targeted performance goals for the Period and thus awarded the reporting person 800 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.

Reporting Owners 2