

Style Keith
Form 4
December 02, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
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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)
12/01/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Finance

C/O ASBURY AUTOMOTIVE GROUP, INC., 2905 PREMIERE PKWY NW, SUITE 300

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. Transaction 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common stock, par value \$.01 per share | 12/01/2009 | | M | | 16,666 A \$ 3.65 | 19,167 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | | S | | 500 D \$ 10.57 | 18,667 | D |
| Common stock, par | 12/01/2009 | | S | | 800 D \$ 10.58 | 17,867 | D |

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| | | | | | | | |
|--|------------|---|-------|---|-------------|--------|---|
| value \$.01 per share | | | | | | | |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 1,300 | D | \$ 10.59 | 16,567 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 3,000 | D | \$ 10.6 | 13,567 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 1,500 | D | \$ 10.61 | 12,067 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 1,500 | D | \$ 10.62 | 10,567 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 500 | D | \$ 10.63 | 10,067 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 300 | D | \$ 10.65 | 9,767 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 100 | D | \$ 10.66 | 9,667 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 100 | D | \$ 10.67 | 9,567 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 400 | D | \$ 10.68 | 9,167 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 300 | D | \$ 10.7 | 8,867 | D |
| Common stock, par value \$.01 | 12/01/2009 | S | 200 | D | \$ 10.71 | 8,667 | D |

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| | | | | | | | |
|---|------------|---|-------|---|----------|-------|---|
| per share | | | | | | | |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 400 | D | \$ 10.72 | 8,267 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 400 | D | \$ 10.72 | 7,867 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 500 | D | \$ 10.79 | 7,367 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 1,100 | D | \$ 10.8 | 6,267 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 800 | D | \$ 10.81 | 5,467 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 466 | D | \$ 10.82 | 5,001 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 600 | D | \$ 10.83 | 4,401 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 400 | D | \$ 10.84 | 4,001 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 1,400 | D | \$ 10.85 | 2,601 | D |
| Common stock, par value \$.01 per share | 12/01/2009 | S | 100 | D | \$ 10.87 | 2,501 | 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

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