

ASBURY AUTOMOTIVE GROUP INC

Form 4

February 19, 2014

**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

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KRENZ SCOTT J**

(Last) (First) (Middle)

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

(Street)

**DULUTH, GA 30097**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

**ASBURY AUTOMOTIVE GROUP  
INC [ABG]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/15/2014**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
**Senior Vice President**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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 Ownership (Instr. 4)
Common Stock	02/15/2014		M	(A) or (D) Amount 5,547 (1)	A \$ 0 36,714	D	
Common Stock	02/15/2014		F	(A) or (D) Amount 1,850 (2)	D \$ 49.26 34,864	D	
Common Stock	02/15/2014		F	(A) or (D) Amount 1,424 (3)	D \$ 49.26 33,440	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**

SEC 1474  
(9-02)

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**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
Performance Share Units	(4)	02/15/2014		M	5,547	(4) (4)	Common Stock par value \$.01 per share	5,547

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

KRENZ SCOTT J  
C/O ASBURY AUTOMOTIVE GROUP, INC.  
2905 PREMIERE PARKWAY NW, SUITE 300  
DULUTH, GA 30097

Senior Vice President

## Signatures

/s/ George A. Villasana, Attorney  
in Fact

02/19/2014

\_\_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 shares of the Issuer's common stock issued to Mr. Krenz upon the vesting of performance share units granted on February 15, 2012. This transaction represents the vesting of the second tranche of this award.
- (2) Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of performance share units granted to Mr. Krenz on February 15, 2012.
- (3) Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of restricted stock granted to Mr. Krenz on February 15, 2012.

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- Each performance share unit converts into one share of the Issuer's common stock and was granted based upon the Issuer meeting certain performance objectives in the performance period of fiscal year 2012 (the "2012 Period"). One-third of the 16,640 performance share units granted to Mr. Krenz vested as of March 18, 2013, an additional one-third vested on February 15, 2014 and the remaining one-third will vest on February 15, 2015. In order for the remaining performance share units to vest on February 15, 2015, Mr. Krenz must be an employee of the Issuer on such date.
- (4)

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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