

ASBURY AUTOMOTIVE GROUP INC  
 Form 3  
 January 10, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Keith                  (Last) (First) (Middle)</p> <p>C/O ASBURY AUTOMOTIVE GROUP, INC., 2905 PREMIERE PARKWAY NW                  (Street)</p> <p>DULUTH, GA 30097                  (City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement                  (Month/Day/Year)</p> <p>01/01/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ASBURY AUTOMOTIVE GROUP INC [ABG]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  Senior VP, CFO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,750 <sup>(1)</sup>	D	^
Common Stock	2,100 <sup>(2)</sup>	D	^
Common Stock	2,150 <sup>(3)</sup>	D	^
Common Stock	2,750 <sup>(4)</sup>	D	^
Common Stock	2,730 <sup>(5)</sup>	D	^

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Style Keith C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PARKWAY NW DULUTH, GA 30097	Â	Â	Â Senior VP, CFO	Â

## Signatures

Keith Style                      01/10/2014

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 unvested restricted shares granted on February 15, 2011. Such shares vest on February 15, 2014.

(2) Represents unvested restricted shares granted on February 15, 2012. Such shares vest in equal amounts on February 15, 2014 and February 15, 2015.

(3) Represents unvested restricted shares granted on February 20, 2013. Such shares vest in equal amounts on February 20, 2014, February 20, 2015 and February 20, 2016.

(4) Represents unvested shares of the Issuer's common stock granted pursuant an award of performance share units granted to the Reporting Person in 2011 for the performance period of fiscal year 2011 (the "2011 Period"). Each performance share unit earned converted into one share of the Issuer's common stock. These shares represent the remaining unvested tranche of this award, which tranche vests on February 15, 2014.

(5) Represents unvested shares of the Issuer's common stock granted pursuant an award of performance share units granted to the Reporting Person in 2012 for the performance period of fiscal year 2012 (the "2012 Period"). Each performance share unit earned converted into one share of the Issuer's common stock. These shares represent the remaining unvested tranches of this award, which tranches vest in equal amounts on February 15, 2014 and February 15, 2015.

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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