Chandler Elizabeth B Form 4 February 17, 2011

FORM 4

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

OMB Number: 3235-0287 January 31,

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

response...

5. Relationship of Reporting Person(s) to

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

| Chandler Elizabeth B | | | Symbol ASBURY AUTOMOTIVE GROUP INC [ABG] | | | | | | Issuer (Check all applicable) | | | | |
|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|--|------------------------------------------|--------|----------------------------------------------------------------------|------------------|-----------|------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|-------------------------------------------------------------------|-------|--|--|
| (Last) (First) (Middle) 3. Date of 1 (Month/Da C/O ASBURY AUTOMOTIVE GROUP, INC., 2905 PREMIERE PKWY NW, SUITE 300 | | | | • | | | | | Director 10% Owner Officer (give title Other (specify below) VP & General Counsel | | | | |
| DULUTH, O | (Street) GA 30097 | | 4. If Amer Filed(Mon | · · | | Original | | | 6. Individual or Applicable Line) _X_ Form filed by Form filed by Person | • | erson | | |
| (City) | (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Da (Month/Day/Yea | | | | 4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | Form: Direct I (D) or I Indirect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| Common stock, par value \$.01 per share | 02/15/2011 | | | Code V | ; | Amount 8,700 (1) | or (D) | Price | (Instr. 3 and 4) 46,056 | D | | | |
| Common stock, par value \$.01 per share | 02/16/2011 | | | F | | 2,851 (2) | D | \$ 0 | 43,205 | 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 | | 4. | 5. | 6. Date Exer | | 7. Tit | | 8. Price of | 9. Nu |
|-----------------------|-------------|---------------------|------------------|------------|------------|------------------|------------|--------|------------|-------------|--------|
| Derivative Conversion | | . ` ` ′ | | Transactio | | Expiration Date | | Amou | | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | | rlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | | | Secur | | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr | . 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A mannt | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | m: 1 | or | | |
| | | | | | | Exercisable Date | • | Title | Number | | |
| | | | | | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Chandler Elizabeth B C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PKWY NW, SUITE 300 DULUTH, GA 30097

VP & General Counsel

Signatures

Darlene Quashie, Attorney-in-Fact

**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) The reporting person was granted restricted stock under the Issuer's 2002 Equity Incentive Plan. This restricted stock vests in three equal annual installments beginning on February 15, 2012.
- (2) Represents the number of shares of the Issuer's common stock withheld for payment of taxes on shares of restricted stock that vested on February 16, 2011.

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.

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