Kearney Michael Form 4 February 17, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Kearney Michael			2. Issuer Name and Ticker or Trading Symbol ASBURY AUTOMOTIVE GROUP INC [ABG]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	(First) (N RY AUTOMOTI IC., 2905 PREMI Y NW	3. Date of Earliest Transaction Month/Day/Year) 02/15/2011					Director 10% OwnerX_ Officer (give title Other (specify below) EVP & COO					
	(Street)				nendment, Date Original				6. Individual or Joint/Group Filing(Check			
DULUTH, 0	E	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(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)	Date 2A. Deemed		ed 3. 4. Securities Acquired Date, if Transaction(A) or Disposed of Code (D)			Securities Form: Direct India Beneficially (D) or Beneficially Owned Indirect (I)					
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common stock, par value \$.01 per share	02/15/2011			A	23,600 (1)	A	\$ 0	57,584	D			
Common stock, par value \$.01 per share	02/16/2011			F	5,493 (2)	D	\$ 0	52,091	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	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	*		Number		
						Z.ici cisuoie	2		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Kearney Michael

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

COO

EVP &

DULUTH, GA 30097

Signatures

Darlene Quashie, Attorney-in-Fact

02/17/2011

**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).
- The reporting person was granted restricted stock under the Issuer's 2022 Equity Incentive Plan. The restricted stock vests in three equal annual installments beginning on February 15, 2012.
- Represents the number of shares of the Issuer's common stock withheld for payment of taxes on shares of restricted stock that vested on **(2)** 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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