### Edgar Filing: Style Keith - Form 4/A

| Style Keith  |  |                    |   |  |   |        |                             |  |  |           |  |
|--|--|--------------------|---|--|---|--------|-----------------------------|--|--|-----------|--|
| Form 4/A   |  |                    |   |  |   |        |                             |  |  |           |  |
| February 17,   | 2011   |                    |   |  |   |        |                             |  |  |           |  |
| FORM   | $ 4 _{\text{UNITED}}$                                      | STATE              | SECUD   | ITIES AT                               |   | יערי   | NCE                         | COMMISSION   | т  | PPROVAL   |  |
|  | UNITED   | SIAIL              |   | hington,                               |   |        | NGE                         |  | OMB<br>Number:   | 3235-0287 |  |
| Check this box<br>if no longer<br>subject to<br>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP O |  |                    |   |  |   |        |                             | Expires:   | January 31,<br>2005  |           |  |
| subject to<br>Section 10<br>Form 4 or  | F CHAN   | GES IN F<br>SECURI |   | CIA.                                   | NERSHIP OF  |        | ated average<br>n hours per |  |  |           |  |
| Form 5<br>obligation<br>may conti<br><i>See</i> Instru<br>1(b).                                | <sup>ns</sup> Section 17                                   | (a) of the         |   | ility Hold                             | ing Com   | ipany  | Act c                       | ge Act of 1934,<br>of 1935 or Sectio<br>40   | n  |           |  |
| (Print or Type R   | esponses)  |                    |   |  |   |        |                             |  |  |           |  |
| 1. Name and Address of Reporting Person <u>*</u><br>Style Keith                                |  |                    | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol                 |  |   |        | -                           | 5. Relationship of Reporting Person(s) to Issuer   |  |           |  |
|  |  |                    | ASBURY AUTOMOTIVE GROUP<br>INC [ABG]                                  |  |   |        |                             | (Check all applicable)   |  |           |  |
| (Last) (First) (Middle)  |  |                    | 3. Date of Earliest Transaction<br>(Month/Day/Year)                   |  |   |        |                             | Director 10% Owner<br>X_ Officer (give title Other (specify<br>below) below)                           |  |           |  |
|  | RY AUTOMOT<br>C., 2905 PREM<br>NW                          |                    | 02/15/20  | )11                                    |   |        |                             | · · · · · · · · · · · · · · · · · · ·  | P, Operations  |           |  |
| F  |  |                    | 4. If Amendment, Date Original<br>Filed(Month/Day/Year)<br>02/17/2011 |  |   |        |                             | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_Form filed by One Reporting Person |  |           |  |
| DULUTH, C  | GA 30097   |                    |   |  |   |        |                             | Form filed by M<br>Person  | More than One Ro   | eporting  |  |
| (City)   | (State)  | (Zip)              | Table   | e I - Non-De                           | erivative S   | Securi | ties Ac                     | quired, Disposed o   | f, or Beneficia  | lly Owned |  |
| 1.Title of<br>Security<br>(Instr. 3)   | 2. Transaction Date 2.4<br>(Month/Day/Year) Ex<br>an<br>(N |                    |   | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securities<br>onAcquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5)<br>(A) |        |                             | Securities<br>Beneficially<br>Owned<br>Following<br>Reported   | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) |           |  |
| Common   |  |                    |   | Code V                                 | Amount  | or     | Price                       | Transaction(s)<br>(Instr. 3 and 4)   |  |           |  |
| stock, par<br>value \$.01<br>per share   | 02/15/2011   |                    |   | А                                      | 8,250<br>(1)  | A      | \$0                         | 22,324   | D  |           |  |
| Common<br>stock, par<br>value \$.01<br>per share   | 02/16/2011   |                    |   | F                                      | 1,352<br>(2)  | D      | \$ 0                        | 20,972   | D  |           |  |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### 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 Exer | cisable and | 7. Tit  | le and   | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|-------------|------------------|--------------|-------------|---------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transaction | onNumber         | Expiration D | ate         | Amou    | int of   | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code        | of               | (Month/Day/  | Year)       | Under   | rlying   | Security    | Secu   |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)  | Derivativ        | e            |             | Secur   | ities    | (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)        |              |             |         |          |             |        |
|             |             |                     |                    |             |                  |              |             |         |          |             |        |
|             |             |                     |                    |             |                  |              |             |         | Amount   |             |        |
|             |             |                     |                    |             |                  | Date         | Expiration  |         | or       |             |        |
|             |             |                     |                    |             |                  | Exercisable  | Date        | Title   | Number   |             |        |
|             |             |                     |                    |             | (1) ( <b>D</b> ) |              |             |         | of       |             |        |
|             |             |                     |                    | Code V      | (A) (D)          |              |             |         | Shares   |             |        |

## **Reporting Owners**

| Reporting Owner Name / Address    | Relationships |           |            |       |  |  |
|-----------------------------------|---------------|-----------|------------|-------|--|--|
| F g                               | Director      | 10% Owner | Officer    | Other |  |  |
| Style Keith                       |               |           |            |       |  |  |
| C/O ASBURY AUTOMOTIVE GROUP, INC. |               |           | VP,        |       |  |  |
| 2905 PREMIERE PARKWAY NW          |               |           | Operations |       |  |  |
| DULUTH, GA 30097                  |               |           | -          |       |  |  |
| Signaturos                        |               |           |            |       |  |  |

# Signatures

Darlene Quashie, 02/17/2011 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).
- The reporting person was granted restricted stock under the Issuer's 2002 Equity Incentive Plan. This restricted stock vests in three equal (1) 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.