

ASBURY AUTOMOTIVE GROUP INC  
 Form 3  
 July 21, 2015

**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)

1. Name and Address of Reporting Person \*

Stax William Frederick  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
 07/15/2015

3. Issuer Name and Ticker or Trading Symbol

ASBURY AUTOMOTIVE GROUP INC [ABG]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)  
 Controller & CAO

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

(Street)

DULUTH, GA 30097

(City) (State) (Zip)

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

**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                    | 84  | D  | À   |
| Common Stock <sup>(1)</sup>     | 150 <sup>(1)</sup>                                    | D  | À   |
| Common Stock <sup>(2)</sup>     | 210 <sup>(2)</sup>                                    | D  | À   |
| Common Stock <sup>(3)</sup>     | 321 <sup>(3)</sup>                                    | D  | À   |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

## Edgar Filing: ASBURY AUTOMOTIVE GROUP INC - Form 3

| 1. Title of Derivative Security<br>(Instr. 4)                   | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |   |           |
|---|--|--|--|--|---|---|-----------|
|   | Date<br>Exercisable  | Expiration<br>Date   | Amount or<br>Number of<br>Shares                                   |  |   |   |           |
|   |  |  | Title  |  |   |   |           |
| Performance Share Units <sup>(4)</sup> $\hat{A}$ <sup>(4)</sup> | $\hat{A}$ <sup>(4)</sup>                                       | $\hat{A}$ <sup>(4)</sup>   | Common<br>Stock  | 203  | \$ <sup>(4)</sup>   | D | $\hat{A}$ |
| Performance Share Units <sup>(5)</sup> $\hat{A}$ <sup>(5)</sup> | $\hat{A}$ <sup>(5)</sup>                                       | $\hat{A}$ <sup>(5)</sup>   | Common<br>Stock  | 305  | \$ <sup>(5)</sup>   | D | $\hat{A}$ |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |           |
|--|---------------|-----------|----------------------------|-----------|
|  | Director      | 10% Owner | Officer                    | Other     |
| Stax William Frederick<br>C/O ASBURY AUTOMOTIVE GROUP, INC.<br>2905 PREMIERE PARKWAY NW, SUITE 300<br>DULUTH, GA 30097 | $\hat{A}$     | $\hat{A}$ | $\hat{A}$ Controller & CAO | $\hat{A}$ |

## Signatures

/s/ George A. Villasana, Attorney  
In Fact

07/21/2015

\_\_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 shares of restricted stock granted on February 20, 2013. Such shares will vest on February 20, 2016.
- (2) Represents unvested shares of restricted stock granted on February 5, 2014. Such shares will vest in equal amounts on February 5, 2016 and February 5, 2017.
- (3) Represents unvested shares of restricted stock granted on February 5, 2015. Such shares will vest in equal amounts on February 5, 2016, February 5, 2017 and February 5, 2018.
- (4) Represents unvested Performance Share Units granted to the Reporting Person on February 20, 2013. Each performance share unit converts into one share of the Issuer's common stock upon vesting. Such units will vest on February 20, 2016.
- (5) Represents unvested Performance Share Units granted to the Reporting Person on February 5, 2014. Each performance share unit converts into one share of the Issuer's common stock upon vesting. Such units will vest in equal amounts on February 5, 2016 and February 5, 2017.

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.