

MONAGHAN CRAIG T
Form 4
February 09, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
MONAGHAN CRAIG T

2. Issuer Name and Ticker or Trading Symbol
ASBURY AUTOMOTIVE GROUP INC [ABG]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2018

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

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

(Street)

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

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

DULUTH, GA 30097

(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)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/07/2018		S	(1)	7,335 68.27	D	
Common Stock	02/07/2018		S	(2)	7,665 68.86	D	
Common Stock	02/08/2018		S	(3)	758 68.11	I	By trust (4)
Common Stock	02/08/2018		S	(5)	1,400 69.02	I	By trust (4)
	02/08/2018		S	(6)	700 0	I	By trust (4)

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Common Stock						\$ 70.29			
Common Stock	02/08/2018	S	759 ⁽⁷⁾	D	\$ 68.08	2,100	I		by trust ⁽⁸⁾
Common Stock	02/08/2018	S	1,400 ⁽⁹⁾	D	\$ 69.07	700	I		by trust ⁽⁸⁾
Common Stock	02/08/2018	S	700 ⁽¹⁰⁾	D	\$ 70.26	0	I		by trust ⁽⁸⁾
Common Stock	02/08/2018	S	758 ⁽³⁾	D	\$ 68.09	2,100	I		By trust ⁽¹¹⁾
Common Stock	02/08/2018	S	1,400 ⁽⁹⁾	D	\$ 69.02	700	I		By trust ⁽¹¹⁾
Common Stock	02/08/2018	S	700 ⁽⁶⁾	D	\$ 70.28	0	I		By trust ⁽¹¹⁾
Common Stock	02/08/2018	F	3,800 ⁽¹²⁾	D	\$ 67.75	74,647	D		
Common Stock	02/09/2018	S	1,100 ⁽¹³⁾	D	\$ 67.55	73,547	D		
Common Stock	02/09/2018	S	3,135 ⁽¹⁴⁾	D	\$ 68.44	70,412	D		
Common Stock	02/09/2018	S	765 ⁽¹⁵⁾	D	\$ 69.58	69,647	D		

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

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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MONAGHAN CRAIG T C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PARKWAY NW, SUITE 300 DULUTH, GA 30097	X			

Signatures

/s/George A. Villasana, Attorney
In-Fact
02/09/2018

**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) Represents the weighted average share price of an aggregate total of 7,335 shares of Issuer's common stock sold in the price range of \$68.01 to \$68.45 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.
 - (2) Represents the weighted average share price of an aggregate total of 7,665 shares of Issuer's common stock sold in the price range of \$68.48 to \$69.45 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.
 - (3) Represents the weighted average share price of an aggregate total of 758 shares of Issuer's common stock sold in the price range of \$67.70 to \$68.60 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.
 - (4) Shares owned by The Shannon Monaghan Irrevocable Trust for the benefit of a child of the reporting person, of which the reporting person's spouse is the trustee.
 - (5) Represents the weighted average share price of an aggregate total of 1400 shares of Issuer's common stock sold in the price range of \$68.70 to \$69.35 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.
 - (6) Represents the weighted average share price of an aggregate total of 700 shares of Issuer's common stock sold in the price range of \$69.75 to \$70.75 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.
 - (7) Represents the weighted average share price of an aggregate total of 759 shares of Issuer's common stock sold in the price range of \$67.70 to \$68.60 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.
 - (8) Shares owned by the The Rand Monaghan Irrevocable Trust for the benefit of a child of the reporting person, of which the reporting person's wife is the trustee.
 - (9) Represents the weighted average share price of an aggregate total of 1400 shares of Issuer's common stock sold in the price range of \$68.70 to \$69.40 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.
 - (10) Represents the weighted average share price of an aggregate total of 700 shares of Issuer's common stock sold in the price range of \$69.75 to \$70.65 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.
 - (11) Shares owned by The Connor Monaghan Irrevocable Trust for the benefit of a child of the reporting person, of which the reporting person's spouse is the trustee.
 - (12) Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of a restricted stock award granted on February 8, 2017.

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(13) Represents the weighted average share price of an aggregate total of 1,100 shares of Issuer's common stock sold in the price range of \$67.10 to \$67.75 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

(14) Represents the weighted average share price of an aggregate total of 3,135 shares of Issuer's common stock sold in the price range of \$68.10 to \$69.05 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

(15) Represents the weighted average share price of an aggregate total of 765 shares of Issuer's common stock sold in the price range of \$69.10 to \$70.05 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

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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