

MONAGHAN CRAIG T  
Form 4  
August 08, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
08/06/2012

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

C/O ASBURY AUTOMOTIVE GROUP, INC., 2905 PREMIERE PKWY 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 Indirect Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
|   |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common stock, par value \$.01 per share | 08/03/2012                           |  | G                              | V <u>74,461</u> <sup>(1)</sup> D \$ 0                             | 221,820   | D  |  |
| Common stock, par value \$.01 per share | 08/06/2012                           |  | M                              | 50,000 A \$ 3.64  | 271,820   | D  |  |
| Common stock, par                       | 08/06/2012                           |  | S                              | 45,000 D \$ 26.81   | 226,820   | D  |  |

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|  |            |     |               |   |                    |           |   |              |
|--|------------|-----|---------------|---|--------------------|-----------|---|--------------|
| value \$.01<br>per share                         |            |     |               |   | (2)                |           |   |              |
| Common<br>stock, par<br>value \$.01<br>per share | 08/06/2012 | G V | 16,668<br>(3) | D | \$ 0               | 210,152   | D |              |
| Common<br>stock, par<br>value \$.01<br>per share | 08/06/2012 | G V | 5,556<br>(3)  | A | \$ 0               | 5,556 (4) | I | by trust (4) |
| Common<br>stock, par<br>value \$.01<br>per share | 08/06/2012 | G V | 5,556<br>(3)  | A | \$ 0               | 5,556 (5) | I | by trust (5) |
| Common<br>stock, par<br>value \$.01<br>per share | 08/06/2012 | G V | 5,556<br>(3)  | A | \$ 0               | 5,556 (6) | I | by trust (6) |
| Common<br>stock, par<br>value \$.01<br>per share | 08/07/2012 | M   | 40,000        | A | \$ 3.64            | 250,152   | D |              |
| Common<br>stock, par<br>value \$.01<br>per share | 08/07/2012 | S   | 35,000        | D | \$<br>27.02<br>(7) | 215,152   | D |              |
| Common<br>stock, par<br>value \$.01<br>per share | 08/08/2012 | M   | 35,000        | A | \$ 3.64            | 250,152   | D |              |
| Common<br>stock, par<br>value \$.01<br>per share | 08/08/2012 | S   | 30,000        | D | \$<br>26.77<br>(8) | 220,152   | D |              |

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

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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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|---|---|------------------------|--|--|---|
|---------------------------------------|------------------------------|---|---|------------------------|--|--|---|

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| (Instr. 3)                           | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|--------------------------------------|------------------------------|------------------|------------|---|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Stock option (employee right to buy) | \$ 3.64                      | 08/06/2012       | M          | 50,000  |      |   |     |     | (9)              | 01/29/2019      | Common stock | 50,000                     |
| Stock option (employee right to buy) | \$ 3.64                      | 08/07/2012       | M          | 40,000  |      |   |     |     | (9)              | 01/29/2019      | Common stock | 40,000                     |
| Stock option (employee right to buy) | \$ 3.64                      | 08/08/2012       | M          | 35,000  |      |   |     |     | (9)              | 01/29/2019      | Common stock | 35,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| MONAGHAN CRAIG T<br>C/O ASBURY AUTOMOTIVE GROUP, INC.<br>2905 PREMIERE PKWY NW, SUITE 300<br>DULUTH, GA 30097 | X             |           | President & CEO |       |

## Signatures

Craig T. Monaghan 08/08/2012

\*\*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 shares were gifted to The Monaghan Foundation, Inc., a Georgia nonprofit corporation (the "Foundation"), organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The reporting person serves as the Chairman and Chief Executive Officer of the Foundation and, therefore, is deemed to have voting and dispositive control over the shares.

(2)

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Represents the weighted average share price of an aggregate total of 45,000 shares of the Issuer's common stock sold in the price range of \$26.58 to \$27.07 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or a security holder, full information regarding the number of shares sold at each separate price.

- (3) On August 6, 2012, the reporting person gifted an aggregate of 16,668 shares to three irrevocable trusts for the benefit of his children. The reporting person's spouse is the trustee of each trust.
- (4) Shares owned by The Shannon Monaghan Irrevocable Trust for the benefit of a child of the reporting person, over which the reporting person's wife is the trustee.
- (5) Shares owned by the The Connor Monaghan Irrevocable Trust for the benefit of a child of the reporting person, over which the reporting person's wife is the trustee.
- (6) Shares owned by the The Rand Monaghan Irrevocable Trust for the benefit of a child of the reporting person, over which the reporting person's wife is the trustee.

- (7) Represents the weighted average share price of an aggregate total of 35,000 shares of the Issuer's common stock sold in the price range of \$26.69 to \$27.44 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or a security holder, full information regarding the number of shares sold at each separate price.

- (8) Represents the weighted average share price of an aggregate total of 30,000 shares of the Issuer's common stock sold in the price range of \$26.56 to \$27.00 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or a security holder, full information regarding the number of shares sold at each separate price.

- (9) The options vested in three equal installments on January 29, 2010, 2011 and 2012.

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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