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DURHAM I Form 4	MICHAEL J										
March 01, 2	012										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB AF	OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check th if no lon subject to Section 1 Form 5 obligatio may con <i>See</i> Instr 1(b).	ger o 16. or Filed p nns tinue.	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 20(b) of the Investment Company Act of 1940								Expires:January 31, 2005Estimated average burden hours per response0.5	
(Print or Type	Responses)										
			2. Issuer Name and Ticker or Trading Symbol ASBURY AUTOMOTIVE GROUP INC [ABG]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
GROUP, IN	(First) RY AUTOMO NC., 2905 PREJ 7, SUITE 300		3. Date of (Month/D 03/01/2	-	ansaction			X Director Officer (give below)		Owner er (specify	
				f Amendment, Date Original d(Month/Day/Year)				6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person			
DULUTH,	GA 30097							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	Derivative S	Securi	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executio any		3. Transactic Code (Instr. 8) Code V	(Instr. 3, 4	sposed	l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common stock, par value \$.01 per share	03/01/2012			S	10,000		\$ 26.67 (1)	33,926	D		

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

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 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Directo	r 10% Owner	Officer	Other				
DURHAM MICHAEL J C/O ASBURY AUTOMOTIVE GROU 2905 PREMIERE PKWY NW, SUITE DULUTH, GA 30097	· X							
Signatures								
Darlene Quashie, Attorney-in-Fact	03/01/2012							
<u>**</u> 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).

Repesents the weighted average share price of an aggregate total of 10,000 shares of the Issuer's common stock sold in the price range of (1) \$26.60 to \$26.74 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.

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.