

ASBURY AUTOMOTIVE GROUP INC

Form 4

August 03, 2016

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MONAGHAN CRAIG T

(Last) (First) (Middle)

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

(Street)

DULUTH, GA 30097

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

ASBURY AUTOMOTIVE GROUP  
INC [ABG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/10/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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 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 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 Beneficial Ownership (Instr. 4)
Common Stock	03/10/2016		G	V 35,575 (1)	D \$ 0 125,519	D	
Common Stock	03/10/2016		G	11,858 (1)	A \$ 0 11,858 (2)	I	By trust (2)
Common Stock	03/10/2016		G	11,858 (1)	A \$ 0 11,858 (3)	I	By trust (3)
Common Stock	03/10/2016		G	11,859 (1)	A \$ 0 11,859 (4)	I	by trust (4)
	08/01/2016		S	1,578	D 10,280	I	By trust (2)

Edgar Filing: ASBURY AUTOMOTIVE GROUP INC - Form 4

Common Stock					\$ 58.37 (5)				
Common Stock	08/01/2016	S	3,422	D	\$ 59.45 (6)	6,858	I	By trust (2)	
Common Stock	08/01/2016	S	1,578	D	\$ 58.37 (5)	10,280	I	By trust (3)	
Common Stock	08/01/2016	S	3,422	D	\$ 59.45 (6)	6,858	I	By trust (3)	
Common Stock	08/01/2016	S	1,577	D	\$ 58.37 (7)	10,282	I	by trust (4)	
Common Stock	08/01/2016	S	3,423	D	\$ 59.45 (8)	6,859	I	by trust (4)	
Common Stock	08/02/2016	S	3,149	D	\$ 56.22 (9)	3,709	I	By trust (2)	
Common Stock	08/02/2016	S	851	D	\$ 57.32 (10)	2,858	I	By trust (2)	
Common Stock	08/02/2016	S	3,200	D	\$ 56.22 (11)	3,658	I	By trust (3)	
Common Stock	08/02/2016	S	800	D	\$ 57.27 (12)	2,858	I	By trust (3)	
Common Stock	08/02/2016	S	3,200	D	\$ 56.23 (13)	3,659	I	by trust (4)	
Common Stock	08/02/2016	S	800	D	\$ 57.28 (14)	2,859	I	by trust (4)	

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.**

SEC 1474  
(9-02)

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

# Edgar Filing: ASBURY AUTOMOTIVE GROUP INC - Form 4

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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		President & CEO	

## Signatures

/s/George A. Villasana, Attorney  
In-Fact 08/03/2016

\*\*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 three irrevocable trusts for the benefit of the children of the reporting person. The reporting person's spouse is the trustee of each trust.
- (2) 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.
- (3) 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.
- (4) 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 spouse is the trustee.
- (5) Represents the weighted average share price of an aggregate total of 1,578 shares of Issuer's common stock sold in the price range of \$57.91 to \$58.87 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 3,422 shares of Issuer's common stock sold in the price range of \$58.92 to \$59.89 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 1,577 shares of Issuer's common stock sold in the price range of \$57.91 to \$58.87 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer

## Edgar Filing: ASBURY AUTOMOTIVE GROUP INC - Form 4

or security holder, full information regarding the number of shares sold at each separate price.

- Represents the weighted average share price of an aggregate total of 3,423 shares of Issuer's common stock sold in the price range of
- (8) \$58.92 to \$59.89 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.
- Represents the weighted average share price of an aggregate total of 3,149 shares of Issuer's common stock sold in the price range of
- (9) \$55.86 to \$56.73 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.
- Represents the weighted average share price of an aggregate total of 851 shares of Issuer's common stock sold in the price range of
- (10) \$57.09 to \$57.61 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.
- Represents the weighted average share price of an aggregate total of 3,200 shares of Issuer's common stock sold in the price range of
- (11) \$55.86 to \$56.73 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.
- Represents the weighted average share price of an aggregate total of 800 shares of Issuer's common stock sold in the price range of
- (12) \$56.95 to \$57.55 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.
- Represents the weighted average share price of an aggregate total of 3,200 shares of Issuer's common stock sold in the price range of
- (13) \$55.86 to \$56.75 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.
- Represents the weighted average share price of an aggregate total of 800 shares of Issuer's common stock sold in the price range of
- (14) \$56.96 to \$57.53 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.

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.