Oglesby Charles R Form 4/A March 17, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB APPROVAL OMB 3235-0287

Number:

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Oglesby Charles R			Symbol ASBURY AUTOMOTIVE GROUP INC [ABG]				Issuer (Check all applicable)			
(Last) (First) (Middle) C/O ASBURY AUTOMOTIVE GROUP, INC., 2905 PREMIERE PARKWAY NW			3. Date of Earliest Transaction (Month/Day/Year) 02/17/2011				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Executive Chairman			
(Street) DULUTH, GA 30097			4. If Amendment, Date Original Filed(Month/Day/Year) 02/18/2011				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) T	able I - Non-E	Derivative S	Securit	ties Acq	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) Execution any (Month/E		Code	4. Securities Acquired for(A) or Disposed of (D) (Instr. 3, 4 and 5)			Securities Form: Direct Indir Beneficially (D) or Bene Owned Indirect (I) Own Following (Instr. 4) (Inst Reported Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common stock, par value \$.01 per share	02/17/2011		Code V	Amount 33,589	(D)	Price \$ 0 (1)	(Instr. 3 and 4) 173,952	D		
Common stock, par value \$.01 per share	02/17/2011		F	14,259	D	\$ 0 (3)	159,693 (4)	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. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted stock units	(1)	02/17/2011		M	33,589	(2)	(2)	Common stock, par value \$.01 per share	33,589

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Oglesby Charles R C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PARKWAY NW DULUTH, GA 30097

X

Executive Chairman

Signatures

Darlene Quashie, Attorney-in-Fact

**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) Each restricted stock unit is equal to one share of the Issuer's common stock, par value \$.01 per share. The Reporting Person was granted restricted stock units under the Issuer's 2002 Equity Incentive Plan on February 17, 2010 that vest in three equal annual installments.
- (2) These restricted stock units vested on February 17, 2011.
- (3) Represents the number of shares of the Issuer's common stock withheld for payment of taxes on restricted stock units that vested on February 17, 2011.

Reporting Owners 2

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(4) This Form 4/A is being filed due to a typo in the final number reported in this row in the original Form 4 filing.

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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