Edgar Filing: DELOACH THOMAS C JR - Form 4

DELOACH 7 Form 4 February 18, FORM Check thi if no long subject to Section 10 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	4 UNITED S s box er 5. 5. 5. 5. 5. 5. 5. 5. 5. 5. 5. 5. 5.	ENT OF (liant to Se of the Pu	Wasl CHANG ction 16 ıblic Uti	hington, GES IN F SECURI 5(a) of the	D.C. 205 BENEFI ITIES Securiti ing Com	5 49 CIAI es Ex pany	L OW tchang Act o	COMMISSION NERSHIP OF ge Act of 1934, f 1935 or Sectic 40	OMB Number: Expires: Estimated a burden hou response	rs per	
1. Name and Address of Reporting Person _ 2. Iss DELOACH THOMAS C JR Symbol ASB				ssuer Name and Ticker or Trading ool BURY AUTOMOTIVE GROUP [ABG]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			3. Date of Earliest Transaction(Month/Day/Year)02/16/2011					_X_ Director 10% Owner Officer (give title Other (specify below) below)			
DULUTH, C	(Street) 4. If Amer Filed(Mon				e Original			 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) (Z	Zip)	Table	I - Non-De	erivative S	ecuri	ties Aco	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed			4. Securit onAcquired Disposed (Instr. 3,	ties (A) o of (D 4 and (A) or	r) 5)	Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common stock, par value \$.01 per share	02/16/2011			Code V A	Amount 3,720 (1)	(D) A	Price \$ 0	73,014	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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	unt of rlying rities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu 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						
	ther						
DELOACH THOMAS C JR C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PKWY, SUITE 300 DULUTH, GA 30097							
Signatures							
Darlene Quashie, Attorney-in-Fact 02/18/2011							
**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 grant of the Issuer's common stock represents the annual equity portion of the Reporting Person's compensation for serving as a member of the Board of Directors of the Issuer, and was granted pursuant to the Issuer's 2002 Equity Incentive Plan.

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.