

ASBURY AUTOMOTIVE GROUP INC

Form 4

March 14, 2006

**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 \*  
DANIELS NOEL E

2. Issuer Name **and** Ticker or Trading  
Symbol  
ASBURY AUTOMOTIVE GROUP  
INC [NYSE: ABG]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
121 EASTHAVEN DRIVE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/27/2003

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

BRANDON, MS 39042-2838

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 (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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common stock, par value \$0.01 per share	03/13/2006		M		6,061	A \$ 16.5	8,750 D
Common stock, par value \$0.01 per share	03/13/2006		M		1,000	A \$ 14.87	9,750 D
Common stock, par value \$0.01 per share	03/13/2006		M		1,666	A \$ 11.63	11,416 D

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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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 11.63	05/27/2003		A	2,500	<u>(1)</u> 05/27/2013	Common stock, par value \$0.01 per share 2,500
Employee Stock Option (right to buy)	\$ 14.87	06/21/2004		A	3,000	<u>(2)</u> 06/21/2014	Common stock, par value \$0.01 per share 3,000
Employee Stock Option (right to buy)	\$ 16.5	03/13/2006		M	6,061	<u>(3)</u> 03/13/2012	Common stock, par value \$0.01 per share 6,061
Employee Stock Option (right to buy)	\$ 14.87	03/13/2006		M	1,000	<u>(2)</u> 06/21/2014	Common stock, par value \$0.01 per share 1,000
Employee Stock Option (right to buy)	\$ 11.63	03/13/2006		M	1,666	<u>(1)</u> 05/27/2013	Common stock, par value \$0.01 per share 1,666

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DANIELS NOEL E 121 EASTHAVEN DRIVE BRANDON, MS 39042-2838		X		

## Signatures

Lynne A. Burgess, Attorney-in-Fact	03/14/2006
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\_\_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 option vests in three equal installments beginning on May 27, 2004.
- (2) The option vests in three equal installments beginning on June 21, 2005.
- (3) The option vested in three equal installments on March 13, 2003, 2004 and 2005.

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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