

ASBURY AUTOMOTIVE GROUP INC

Form 4

August 03, 2006

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCLARTY THOMAS F III

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)

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2006

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

C/O ASBURY AUTOMOTIVE
GROUP, 3 LANDMARK SQUARE,
SUITE 500

(Street)

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

STAMFORD, CT 06901

(City) (State) (Zip)

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	08/01/2006		S		2,100	D \$ 19.79	89,000 D
Common Stock, par value \$0.01 per share	08/01/2006		S		3,700	D \$ 19.8	85,300 D
Common Stock, par	08/01/2006		S		2,700	D \$ 19.81	82,600 D

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value \$0.01
per share

Common
Stock, par
value \$0.01
per share

08/01/2006

S

3,600 D

\$
19.82

79,000

D

Common
Stock, par
value \$0.01
per share

08/01/2006

S

4,000 D

\$
19.83

75,000

D

Common
Stock, par
value \$0.01
per share

08/01/2006

S

1,900 D

\$
19.84

73,100

D

Common
Stock, par
value \$0.01
per share

08/01/2006

S

500 D

\$
19.85

72,600

D

Common
Stock, par
value \$0.01
per share

08/01/2006

S

100 D

\$
19.86

72,500

D

Common
Stock, par
value \$0.01
per share

08/01/2006

S

2,000 D

\$
19.87

70,500

D

Common
Stock, par
value \$0.01
per share

08/01/2006

S

1,300 D

\$
19.88

69,200

D

Common
Stock, par
value \$0.01
per share

08/01/2006

S

100 D

\$
19.89

69,100

D

Common
Stock, par
value \$0.01
per share

08/01/2006

S

3,100 D

\$ 19.9

66,000

D

Common
Stock, par
value \$0.01
per share

08/01/2006

S

200 D

\$
19.91

65,800

D

Common
Stock, par
value \$0.01

08/01/2006

S

400 D

\$
19.92

65,400

D

per share

Common

Stock, par
value \$0.01

08/01/2006

S

100

D

\$
19.93

65,300

D

per share

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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

MCLARTY THOMAS F III
C/O ASBURY AUTOMOTIVE GROUP
3 LANDMARK SQUARE, SUITE 500
STAMFORD, CT 06901

X

Signatures

Lynne A. Burgess,
Attorney-in-Fact

08/03/2006

**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).

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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