

ASBURY AUTOMOTIVE GROUP INC

Form 3

September 08, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *<br>Ô Oglesby Charles R<br>(Last) (First) (Middle)<br><br>C/O NALLEY<br>AUTOMOTIVE-SUGARLOAF<br>PARK,Ô 2905 PREMIERE<br>PARKWAY NW, SUITE 300<br>(Street)<br><br>DULUTH,Ô GAÔ 30097<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>09/06/2006 | 3. Issuer Name and Ticker or Trading Symbol<br>ASBURY AUTOMOTIVE GROUP INC [NYSE: ABG] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|--|--|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)   | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--------------------------------------|--|---|--|
| No securities are beneficially owned | 0  | D   | Ô  |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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|  | Date<br>Exercisable | Expiration<br>Date | (Instr. 4)<br>Title                                  | Amount or<br>Number of<br>Shares | Price of<br>Derivative<br>Security | Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |   |
|--|---------------------|--------------------|--|----------------------------------|------------------------------------|---|---|
| Employee Stock Option<br>(Employee Right to Buy) | Â (1)               | 03/13/2012         | Common<br>stock, par<br>value<br>\$0.01 per<br>share | 60,606                           | \$ 16.5                            | D   | Â |
| Employee Stock Option<br>(Employee Right to Buy) | Â (2)               | 05/12/2013         | Common<br>stock, par<br>value<br>\$0.01 per<br>share | 50,000                           | \$ 10.4                            | D   | Â |
| Employee Stock Option<br>(Employee Right to Buy) | Â (3)               | 06/07/2014         | Common<br>stock, par<br>value<br>\$0.01 per<br>share | 50,000                           | \$ 14.33                           | D   | Â |
| Employee Stock Option<br>(Employee Right to Buy) | Â (4)               | 11/08/2014         | Common<br>stock, par<br>value<br>\$0.01 per<br>share | 50,000                           | \$ 13.79                           | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |              |         |       |
|--|---------------|--------------|---------|-------|
|  | Director      | 10%<br>Owner | Officer | Other |
| Oglesby Charles R<br>C/O NALLEY AUTOMOTIVE-SUGARLOAF PARK<br>2905 PREMIERE PARKWAY NW, SUITE 300<br>DULUTH, GA 30097 | Â X           | Â            | Â       | Â     |

## Signatures

Charles R.  
Oglesby

09/07/2006

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 vested in three equal installments on March 13, 2003, 2004 and 2005.

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- (2) The option vested in three equal installments on May 12, 2004, 2005 and 2006.
- (3) The option is currently two-thirds vested and the remaining installment will vest on June 7, 2007.
- (4) The option is currently one-third vested and the remaining installments will vest on November 8, 2006 and 2007.

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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