Edgar Filing: NALLEY C V III - Form 4

NALLEN CALL

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							3235-0287			
Check this box if no longer subject to STATEMENT (L OW	NERSHIP OF	Expires:	January 31 2005		
		SECURITIES					burden hou	irs per		
Section 17(a)) of the Public	Utility Hold	ling Com	pany	Act o	f 1935 or Sectio	n			
onses)										
1. Name and Address of Reporting Person <u>*</u> NALLEY C V III			2. Issuer Name and Ticker or Trading Symbol ASBURY AUTOMOTIVE GROUP				5. Relationship of Reporting Person(s) to Issuer			
		INC [NYSE:ABG]				(Check all applicable)				
			/Year) Off				orX10% Owner r (give titleOther (specify below)			
(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					
30305						Form filed by More than One Reporting Person				
(State) (Z	Zip) T	able I - Non-D	erivative S	ecurit	ies Aco	quired, Disposed of	f, or Beneficial	lly Owned		
(Instr. 3) any		Code Disposed of (D))	Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
		Code V	Amount	or (D)	Price	(Instr. 3 and 4)	D			
	STATEM Filed purs Section 17(a) onses) ss of Reporting P II (First) (M COMPANIES, FERRY ROAI (Street) (Street) (State) (A Transaction Date	006 UNITED STATES SEC STATEMENT OF CHA Filed pursuant to Section Section 17(a) of the Public 30(h) of the onses) ss of Reporting Person * 2. Is II Symb ASB INC (First) (Middle) COMPANIES, 87 12/25 FERRY ROAD (Street) 4. If A Filed(30305 (State) (Zip) Transaction Date 2A. Deemed onth/Day/Year) Execution Date any Transaction Date	UNITED STATES SECURITIES A Washington, STATEMENT OF CHANGES IN I SECUR Filed pursuant to Section 16(a) of the Section 17(a) of the Public Utility Hold 30(h) of the Investment onses) ss of Reporting Person [*] I Symbol ASBURY AUTO INC [NYSE:ABC (First) (Middle) 3. Date of Earliest Tr (Month/Day/Year) COMPANIES, 87 12/29/2006 FERRY ROAD (Street) 4. If Amendment, Da Filed(Month/Day/Year) (Street) 4. If Amendment, Da Filed(Month/Day/Year) A 30305 (State) (Zip) Table I - Non-D Transaction Date 2A. Deemed 3. (onth/Day/Year) Execution Date, if Transactio any Code (Month/Day/Year) (Instr. 8)	06 UNITED STATES SECURITIES AND EXC Washington, D.C. 205 STATEMENT OF CHANGES IN BENEFIG SECURITIES Filed pursuant to Section 16(a) of the Securitic Section 17(a) of the Public Utility Holding Composition 30(h) of the Investment Company onses) so of Reporting Person 1 Symbol ASBURY AUTOMOTIVE INC [NYSE:ABG] (First) (Midde) 3. Date of Earliest Transaction (Month/Day/Year) COMPANIES, 87 12/29/2006 FERRY ROAD (Street) A 30305 (State) (Zip) Table I - Non-Derivative S Transaction Date 2A. Deemed 3. 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Issuer Name and Ticker or Trading Symbol ASBURY AUTOMOTIVE GROUP INC [NYSE:ABG] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) COMPANIES, 87 12/29/2006 FERRY ROAD (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 30305 (State) (Zip) Table I - Non-Derivative Securities Act Transaction Date 2A. Deemed 3. 4. 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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.

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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)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur 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					
	Director	10% Owner	Officer	Other		
NALLEY C V III C/O NALLEY COMPANIES 87 WEST PACES FERRY ROAD ATLANTA, GA 30305		Х				
Signatures						
Lynne A. Burgess, Attorney-in-Fact	12/29/2006					
**Signature of Reporting Person	1	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).
- This Form 4 is being filed because the reporting person is no longer subject to Section 16 as it is no longer part of a group, as defined in(1) Section 13(d) of the the Exchange Act. The voting arrangements in a shareholders agreement to which the reporting person is a party, which caused the reporting person to be part of a group, have expired.

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.