

CAPPS JOHN R
Form 4
February 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 *
CAPPS JOHN R

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)

11830 OLIVE BOULEVARD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2006

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

CREVE COEUR, MO 63171

(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	02/01/2006		S ⁽¹⁾		200	D \$ 17.68	200,100	D	
Common stock, par value \$0.01 per share	02/01/2006		S ⁽¹⁾		700	D \$ 17.69	199,400	D	
Common stock, par value \$0.01 per share	02/01/2006		S ⁽¹⁾		500	D \$ 17.7	198,900	D	

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Common stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	600	D	\$ 17.71	198,300	D
Common stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	400	D	\$ 17.72	197,900	D
Common stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	100	D	\$ 17.73	197,800	D
Common stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	700	D	\$ 17.74	197,100	D
Common stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	1,500	D	\$ 17.75	195,600	D
Common stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	200	D	\$ 17.76	195,400	D
Common stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	200	D	\$ 17.77	195,200	D
Common stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	600	D	\$ 17.78	194,600	D
Common stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	2,200	D	\$ 17.79	192,400	D
Common stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	1,600	D	\$ 17.84	190,800	D
Common stock, par value \$0.01 per share	02/01/2006	<u>S⁽¹⁾</u>	500	D	\$ 17.9	190,300	D

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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. Nu Deriv Secur Bene Own 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
CAPPS JOHN R 11830 OLIVE BOULEVARD CREVE COEUR, MO 63171	X

Signatures

Lynne A. Burgess,
Attorney-in-Fact 02/02/2006

__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).

(1) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 9, 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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