

ASBURY AUTOMOTIVE GROUP INC  
 Form 4  
 July 14, 2006

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 NALLEY C V 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)  
 07/12/2006

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

C/O NALLEY COMPANIES, 87 WEST PACES FERRY ROAD

(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

ATLANTA, GA 30305

(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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common stock, par value \$0.01 per share | 07/12/2006                           |  | S                              | 600   | D \$ 20.86  | 1,037,364  | D                                 |
| Common stock, par value \$0.01 per share | 07/12/2006                           |  | S                              | 200   | D \$ 20.66  | 1,037,164  | D                                 |
| Common stock, par value \$0.01           | 07/12/2006                           |  | S                              | 4,100   | D \$ 20.56  | 1,033,064  | D                                 |

Edgar Filing: ASBURY AUTOMOTIVE GROUP INC - Form 4

per share

|                                |            |   |       |   |          |           |   |
|--------------------------------|------------|---|-------|---|----------|-----------|---|
| Common stock, par value \$0.01 | 07/12/2006 | S | 2,500 | D | \$ 20.65 | 1,030,564 | D |
|--------------------------------|------------|---|-------|---|----------|-----------|---|

per share

|                                |            |   |       |   |          |           |   |
|--------------------------------|------------|---|-------|---|----------|-----------|---|
| Common stock, par value \$0.01 | 07/12/2006 | S | 3,500 | D | \$ 20.55 | 1,027,064 | D |
|--------------------------------|------------|---|-------|---|----------|-----------|---|

per share

|                                |            |   |     |   |          |           |   |
|--------------------------------|------------|---|-----|---|----------|-----------|---|
| Common stock, par value \$0.01 | 07/12/2006 | S | 200 | D | \$ 20.64 | 1,026,864 | D |
|--------------------------------|------------|---|-----|---|----------|-----------|---|

per share

|                                |            |   |     |   |          |           |   |
|--------------------------------|------------|---|-----|---|----------|-----------|---|
| Common stock, par value \$0.01 | 07/12/2006 | S | 300 | D | \$ 20.54 | 1,026,564 | D |
|--------------------------------|------------|---|-----|---|----------|-----------|---|

per share

|                                |            |   |       |   |          |           |   |
|--------------------------------|------------|---|-------|---|----------|-----------|---|
| Common stock, par value \$0.01 | 07/12/2006 | S | 1,400 | D | \$ 20.58 | 1,025,164 | D |
|--------------------------------|------------|---|-------|---|----------|-----------|---|

per share

|                                |            |   |     |   |          |           |   |
|--------------------------------|------------|---|-----|---|----------|-----------|---|
| Common stock, par value \$0.01 | 07/12/2006 | S | 300 | D | \$ 20.84 | 1,024,864 | D |
|--------------------------------|------------|---|-----|---|----------|-----------|---|

per share

|                                |            |   |       |   |          |           |   |
|--------------------------------|------------|---|-------|---|----------|-----------|---|
| Common stock, par value \$0.01 | 07/12/2006 | S | 2,400 | D | \$ 20.75 | 1,022,464 | D |
|--------------------------------|------------|---|-------|---|----------|-----------|---|

per share

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) | 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... |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---|

