

ASBURY AUTOMOTIVE GROUP INC
Form 4
August 07, 2006

FORM 4

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

OMB APPROVAL

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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 *
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)
08/03/2006

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

CREVE COEUR, MO 63171

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(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 or Price			
Common stock, par value \$0.01 per share	08/03/2006		S	8,500	D	\$ 20.5 141,800	D	
Common stock, par value \$0.01 per share	08/03/2006		S	400	D	\$ 20.55 141,400	D	
Common stock, par value \$0.01 per share	08/03/2006		S	100	D	\$ 20.59 141,300	D	

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Common stock, par value \$0.01 per share	08/03/2006	S	4,000	D	\$ 20.45	137,300	D
Common stock, par value \$0.01 per share	08/03/2006	S	900	D	\$ 20.58	136,400	D
Common stock, par value \$0.01 per share	08/03/2006	S	5,400	D	\$ 20.35	131,000	D
Common stock, par value \$0.01 per share	08/03/2006	S	3,200	D	\$ 20.25	127,800	D
Common stock, par value \$0.01 per share	08/03/2006	S	400	D	\$ 20.33	127,400	D
Common stock, par value \$0.01 per share	08/03/2006	S	1,000	D	\$ 20.34	126,400	D
Common stock, par value \$0.01 per share	08/03/2006	S	3,900	D	\$ 20	122,500	D
Common stock, par value \$0.01 per share	08/03/2006	S	1,000	D	\$ 20.12	121,500	D
Common stock, par value \$0.01 per share	08/03/2006	S	100	D	\$ 20.13	121,400	D
Common stock, par value \$0.01 per share	08/04/2006	S	4,400	D	\$ 20.75	117,000	D
Common stock, par value \$0.01 per share	08/04/2006	S	400	D	\$ 20.91	116,600	D
	08/04/2006	S	200	D		116,400	D

Common stock, par value \$0.01 per share \$ 21.13

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)	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...
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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
08/07/2006

****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. 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.