#### Edgar Filing: ASBURY AUTOMOTIVE GROUP INC - Form 4

#### ASBURY AUTOMOTIVE GROUP INC

Form 4 May 16, 2007

## FORM 4

### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* FS EQUITY PARTNERS INTERNATIONAL L P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

05/15/2007

ASBURY AUTOMOTIVE GROUP INC [NYSE: ABG]

(Check all applicable)

(Last)

(City)

(First) (Middle)

(Zip)

(Month/Day/Year)

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

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

C/O PAGET-BROWN & COMPANY, LTD., WEST WINDS BUILDING, THIRD FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person X\_ Form filed by More than One Reporting

Person

GRAND CAYMAN, E9

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(State)

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 7. Nature of 5. Amount of Indirect Securities Ownership Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported

Code V Amount

Transaction(s)

(I) (Instr. 4)

(Instr. 3 and 4) Price (D)

Common stock, par value \$.01

per share

05/15/2007

\$ S 61,373 D

(A)

26.92 Ι (1)

By MCC International Holdings II, LTD. (2) (3) (4)

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

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SEC 1474 (9-02)

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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	2.	3. Transaction Date		4. T	5.	6. Date Exer		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		ionNumber	Expiration D		Amou		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	(Year)		rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(211512
					4, and 5)						
					4, and 3)						
									Amount		
						<b>.</b>	<b>.</b>		or		
						Date Exercisable	Expiration Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
FS EQUITY PARTNERS INTERNATIONAL L P C/O PAGET-BROWN & COMPANY, LTD. WEST WINDS BUILDING, THIRD FLOOR GRAND CAYMAN, E9		X				
FS INTERNATIONAL HOLDINGS LTD C/O PAGET-BROWN & COMPAY, LTD. WEST WINDS BUILDING, THIRD FLOOR GRAND CAYMAN, E9		X				
Cianoturos						

# Signatures

Lynne A. Burgess, 05/16/2007 Attorney-in-Fact

\*\*Signature of Reporting Person

### **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) The shares were sold in an underwritten offering to the public at a price of \$26.92 per share.
- FS Equity Partners International, L.P., a Delaware limited partnership (the "Partnership"), sold these shares with other affiliates and (2) affiliated funds of Freeman Spogli & Co. in the underwritten offering. The Partnership is the sole stockholder of MCC International Holdings II, LTD. ("Holdings") and beneficially owns all of the shares of the Issuer held by Holdings.
- FS & Co. International, L.P., a Cayman Islands limited partnership (the "General Partner"), is the sole general partner of the Partnership. FS International Holdings Ltd., a Cayman Islands exempted company limited by shares ("FS International Holdings"), is the sole general partner of the General Partner. Each of the General Partner and FS International Holdings disclaim beneficial ownership of the Issuer's shares held by the Partnership, except to the extent of their indirect pecuniary interest therein.

**(4)** 

Reporting Owners 2

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John M. Roth is a director of the Issuer. Mr. Roth is a director, officer and shareholder of FS International Holdings. Mr. Roth disclaims beneficial ownership of the Issuer's shares indirectly owned by FS International Holdings, except to the extent of his individual, indirect pecuniary interest therein.

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.