

ASBURY AUTOMOTIVE GROUP INC  
 Form 4  
 October 03, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**FS EQUITY PARTNERS  
 INTERNATIONAL L P**

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**09/29/2006**

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

(Street)  
**GRAND CAYMAN, E9**

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

**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 Indirect Ownership (Instr. 4)
Common stock, par value \$0.01 per share	09/29/2006		S	V 2,717 D 17.67 <u>(1)</u>	\$ 92,668	I	By Asbury Automotive Holdings LLC <u>(2)</u> <u>(3)</u>

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

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 (9-02)



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General Partner and FS International Holdings disclaim beneficial ownership of the FS Shares except to the extent of their indirect pecuniary interest therein.

John M. Roth is a director of Asbury Automotive Group, Inc. Mr. Roth is a director, officer and shareholder of FS International Holdings.

- (3) Mr. Roth disclaims beneficial ownership of the FS Shares indirectly owned by FS International Holdings, except to the extent of his individual indirect pecuniary interests therein.

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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