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ASBURY AUTOMOTIVE GROUP INC

Form 4 April 27, 2007

FORM 4

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

OMB APPROVAL OMB 3235-0287

Check this box if no longer subject to

Number: January 31, Expires: 2005

Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **WOOLEY JEFF I**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ASBURY AUTOMOTIVE GROUP INC [NYSE: ABG]

(Check all applicable)

(Last) (First) (Middle)

(Zin)

3. Date of Earliest Transaction

_X__ Director 10% Owner Other (specify Officer (give title

(Month/Day/Year)

04/25/2007

C/O COURTESY AUTOMOTIVE

(Street)

GROUP, 3800 W.

HILLSBOROUGH AVENUE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

I

I

Person

TAMPA, FL 33614

(City)

Common

stock, par

value \$.01

per share

stock, par

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Acq	uired, Disposed	of, or Benefic	ially 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. Securit on(A) or Dis (Instr. 3, 4	sposed	of (D)	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 Beneficial Ownership (Instr. 4)
Common stock, par value \$.01 per share	04/25/2007		S <u>(1)</u>	31,800	D	\$ 28.5	80,037	I	By JIW Enterprises, Inc. (2)

79,900 D

Inc. (2)

By JIW

Enterprises,

Common 04/25/2007

04/25/2007

 $S^{(1)}$ 137

 $S^{(1)}$

D \$ 0 29.14

\$ 28.9 137

By JIW Enterprises, value \$.01 Inc. $\underline{^{(2)}}$ per share

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

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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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans	
			Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title 1	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WOOLEY JEFF I C/O COURTESY AUTOMOTIVE GROUP 3800 W. HILLSBOROUGH AVENUE TAMPA, FL 33614



Signatures

Lynne A. Burgess, Attorney-in-Fact 04/26/2007

**Signature of Reporting Person Da

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 10b5-1 trading plan adopted by the reporting person on December 1, 2006.
- (2) The reporting person is a director of the issuer and the President of JIW Enterprises, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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