

ASBURY AUTOMOTIVE GROUP INC  
 Form 4  
 May 16, 2007

**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

(Last) (First) (Middle)

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

(Street)

GRAND CAYMAN, E9

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 ASBURY AUTOMOTIVE GROUP  
 INC [NYSE: ABG]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/15/2007

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_X\_ 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 Beneficial Ownership (Instr. 4)
Common stock, par value \$.01 per share	05/15/2007		S	V Amount 61,373 (A) or (D) D Price \$ 26.92 (1)	0	I	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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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.

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