

ASBURY AUTOMOTIVE GROUP INC
 Form 4
 May 01, 2008

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 *
 SMITH J GORDON

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)

3. Date of Earliest Transaction (Month/Day/Year)
 04/30/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. Vice President & CFO

C/O ASBURY AUTOMOTIVE GROUP, INC., 622 THIRD AVENUE, 37TH 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
 Form filed by More than One Reporting Person

NEW YORK, NY 10017

(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 (A) or (D) Price		
Common stock, par value \$.01 per share	04/30/2008		S		1,500 D \$ 16.9	39,927	D
Common stock, par value \$.01 per share	04/30/2008		S		1,124 D \$ 16.91	38,803	D
Common stock, par	04/30/2008		S		700 D \$ 16.92	38,103	D

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value \$.01 per share							
Common stock, par value \$.01 per share	04/30/2008	S	700	D	\$ 16.93	37,403	D
Common stock, par value \$.01 per share	04/30/2008	S	900	D	\$ 17	36,503	D
Common stock, par value \$.01 per share	04/30/2008	S	600	D	\$ 17.01	35,903	D
Common stock, par value \$.01 per share	04/30/2008	S	900	D	\$ 17.02	35,003	D
Common stock, par value \$.01 per share	04/30/2008	S	200	D	\$ 17.03	34,803	D
Common stock, par value \$.01 per share	04/30/2008	S	903	D	\$ 17.06	33,900	D
Common stock, par value \$.01 per share	04/30/2008	S	5,100	D	\$ 17.07	28,800	D
Common stock, par value \$.01 per share	04/30/2008	S	100	D	\$ 17.08	28,700	D
Common stock, par value \$.01 per share	04/30/2008	S	500	D	\$ 17.09	28,200	D
Common stock, par value \$.01 per share	04/30/2008	S	700	D	\$ 17.1	27,500	D
Common stock, par value \$.01	04/30/2008	S	100	D	\$ 17.13	27,400	D

per share

Common
stock, par
value \$.01
per share

04/30/2008

S 2,400 D \$ 17.2 25,000 D

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

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(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)	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. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH J GORDON C/O ASBURY AUTOMOTIVE GROUP, INC. 622 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017			Sr. Vice President & CFO	

Signatures

Philip R. Johnson,
Attorney-in-Fact

05/01/2008

**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.

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