

Edgar Filing: ASBURY AUTOMOTIVE GROUP INC - Form 4

[X] 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 (mm/dd/yy) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | |
|--|---|---|---|--|------------------|----------------------|
| | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$.01 per share | 9/6/02 | P | | 10,000 | A | \$11.60 per share |

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Response)

(Over)

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

| 1. | 2. Conver- sion or Exer- cise Price of | 3. Trans- action | 4. Trans- action Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|----|---|------------------------|--------------------------------|--|--|---|
| | | | | | | Amount |

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| Title of Derivative Security (Instr. 3) | Deriv- ative Secur- ity | Date (Month/ Day/ Year) | (Instr. 8) ----- Code V | (Instr. 3, 4 and 5) ----- (A) (D) | ----- Date Exer- cisable | Expira- tion Date | Title | or Number of Shares |
|--|----------------------------------|----------------------------------|----------------------------------|--|-----------------------------------|-------------------------|-------|------------------------------|
|--|----------------------------------|----------------------------------|----------------------------------|--|-----------------------------------|-------------------------|-------|------------------------------|

Explanation of Responses:

| | |
|---------------------------------|--------|
| /s/ Kenneth B. Gilman | 9/9/02 |
| ----- | ----- |
| **Signature of Reporting Person | Date |

** 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 provided 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.