RIPPLEWOOD PARTNERS LP Form SC 13G/A February 14, 2006

[X] Rule 13d-1(d)

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities E	Exchange Act	of 1934
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	(Amendment No. 4)*
	Asbury Automotive Group, Inc.
	(Name of Issuer)
	Common Stock (par value \$.01 per share)
	(Title of Class of Securities)
	043436104
	(CUSIP Number)
	December 31, 2005
	(Date of Event Which Requires Filing of this Statement)
Check the appropriate bo	ox to designate the rule pursuant to which this Schedule is filed:
[_] Rule 13d-1(b)	
[_] Rule 13d-1(c)	
EVI D 1 1011/1	

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

^{*}The remainder of this cover page shall be filled out for a person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

13G

CUSIP NO. **043436104**

				
1.	NAME OF REI			
	I.R.S. IDENTIF	ICATION		
	A SRIIDV ATIT	OMOTIV	E HOLDINGS L.L.C.	
2.			ATE BOX IF A MEMBER OF A GR	ROUP (a) x
∠.	CHECK THE F	AF F KOF KI	ATE BOX II. A MEMBER OF A ON	(b) o
3.	SEC USE ONL	Y		
·	520 052 0112	1		
4.	CITIZENSHIP	OR PLACI	E OF ORGANIZATION	
	Delaware			
	l	5.	SOLE VOTING POWER	
			0	
			ľ	
N	IUMBER OF	6.	SHARED VOTING POWE	ER
	SHARES			
	NEFICIALLY		22,096,261	
(DWNED BY			
R	EACH REPORTING	7.	SOLE DISPOSITIVE POV	VER
1	PERSON		17,550,743	
	WITH		17,550,745	
		8.	SHARED DISPOSITIVE I	POWER
			0	
9.	ACCDECATE	AMOUNT	 BENEFICIALLY OWNED BY EAC	Cu
9.	REPORTING F		BENEFICIALLI OWNED BI EAG	CH
		2113 011		
17,550,743				
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)				
EXCLUDES CERTAIN				
	SHARES			
	4,545,518*			x
	1,040,010			["]
11.	PERCENT OF	CLASS RE	EPRESENTED BY AMOUNT IN RC	OW (9)

12.	TYPE OF REPORTING PERSON	
	СО	

^{*}Asbury Automotive Holdings L.L.C. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

13G

CUSIP NO. **043436104**

1.	NAME OF REI				
RIPPLEWOOD PARTNERS L.P.					
2.	CHECK THE A		OUP (a) x (b) o		
3. SEC USE ONLY					
4.	CITIZENSHII	P OR PLA	CE OF ORGANIZATION		
	Delaware				
		5.	SOLE VOTING POWER	<u> </u>	
			0		
N	NUMBER OF SHARES	6.	SHARED VOTING POWER	₹	
	ENEFICIALLY OWNED BY		22,096,261		
	EACH REPORTING	7.	SOLE DISPOSITIVE POWI	ER	
	PERSON WITH		8,954,900		
		8.	SHARED DISPOSITIVE PO	OWER	
			0		
9.	AGGREGATE REPORTING F		BENEFICIALLY OWNED BY EAC	Н	
	8,954,900				
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
	13,141,361*			X	
11.	PERCENT OF	CLASS RE	EPRESENTED BY AMOUNT IN ROV	V (9)	
	27.3%				

12.	TYPE OF REPORTING PERSON	
	PN	

^{*} Ripplewood Partners L.P. is the owner of approximately 51% of the membership interests of Asbury Automotive Holdings L.L.C. Ripplewood Partners L.P. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all parties to the Shareholders Agreement identified in Item 8 below, except to the extent of its pecuniary interest therein.

CUSIP NO. **043436104**

13G

1.	NAME OF REF	PORTING	PERSON			
	I.R.S. IDENTIF	ICATION	NO. OF AI	BOVE PERSON		
	COLLINS FAI	MILY PA				
2.					(a) x (b) o	
3. SEC USE ONLY					(0) 0	
4.	CITIZENSHIP	OR PLAC	E OF ORGA	ANIZATION		
	Delaware					
	l	5.	S	OLE VOTING POWER		
			0			
N	UMBER OF SHARES	6.	S	SHARED VOTING POWER		
	NEFICIALLY DWNED BY		2	2,096,261		
	EACH	7.	S	OLE DISPOSITIVE POWER		
K	EPORTING PERSON WITH		0			
	WIIII	8.	S	SHARED DISPOSITIVE POWER		
			0			
9.			Γ BENEFIC	IALLY OWNED BY EACH		
	REPORTING P	EKSON				
	8,954,900					
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)						
	EXCLUDES CERTAIN SHARES 13,141,361*					
				X		
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW			ED BY AMOUNT IN ROW (9)			
	27.3%					

12.	TYPE OF REPORTING PERSON	
	PN	

^{*} Collins Family Partners could be deemed the beneficial owner of the shares held by Ripplewood Partners L.P. Collins Family Partners expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all parties to the Shareholders Agreement identified in Item 8 below, except to the extent of its pecuniary interest therein.

13G

CUSIP NO. **043436104**

NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON TIMOTHY C. COLLINS CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o 3. SEC USE ONLY 4. CITIZENSHIP OR PLACE OF ORGANIZATION USA 5. SOLE VOTING POWER NUMBER OF SHARED VOTING POWER **SHARES** BENEFICIALLY 22,096,261 **OWNED BY EACH** 7. SOLE DISPOSITIVE POWER REPORTING **PERSON** WITH 8. SHARED DISPOSITIVE POWER AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH 9. REPORTING PERSON 8,954,900 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 13,141,361* X PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11. 27.3%

12.	TYPE OF REPORTING PERSON	
	IN	

^{*} Timothy C. Collins could be deemed the beneficial owner of the shares held by Ripplewood Partners L.P. Timothy C. Collins expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all parties to the Shareholders Agreement identified in Item 8 below, except to the extent of his pecuniary interest therein.

13G

CUSIP NO. **043436104**

]
1. NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
	C.V. NALLEY	•				
2.	CHECK THE A	APPROPRI	IATE BOX II	F A MEMBER OF A GROUP	(a) x (b) o	
3. SEC USE ONLY						
4.	CITIZENSHIP	OR PLAC	E OF ORGA	NIZATION		
	USA					
		5.	SC	OLE VOTING POWER		
			0			
N	UMBER OF SHARES	6.	SH	HARED VOTING POWER		
	ENEFICIALLY OWNED BY		22	2,096,261		
F	EACH REPORTING	7.	SC	SOLE DISPOSITIVE POWER		
	PERSON WITH		1,3	360,759		
		8.	SF	HARED DISPOSITIVE POWI	ER	
			0			
9.	AGGREGATE REPORTING F		Γ BENEFICIA	ALLY OWNED BY EACH		
	1,360,759	EROOT				
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)				-		
EXCLUDES CERTAIN SHARES						
	20,735,502*				x	
11.	PERCENT OF	CLASS RI	EPRESENTE	ED BY AMOUNT IN ROW (9)	
	4.1%					

12.	TYPE OF REPORTING PERSON	
	СО	

^{*} C.V. Nalley III expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

1.	NAME OF REI					
	THOMAS F. N	MCLARTY				
2.	CHECK THE A	APPROPRI	ATE BOX IF A MEMBER OF	`	a) x b) o	
3.	SEC USE ONL	Υ				
4.	CITIZENSHIP	OR PLACE	E OF ORGANIZATION			
	USA					
	l	5.	SOLE VOTING POV	VER		
			0			
N	NUMBER OF SHARES	6.	SHARED VOTING I	POWER		
	ENEFICIALLY OWNED BY		22,096,261			
F	EACH REPORTING	7.	SOLE DISPOSITIVE	POWER		
	PERSON WITH		454,114			
		8.	SHARED DISPOSIT	IVE POWER		
			0			
9.	AGGREGATE REPORTING I		BENEFICIALLY OWNED BY	Z EACH		
	454,114					
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
	21,642,147*					
11.	PERCENT OF	CLASS RE	PRESENTED BY AMOUNT I	N ROW (9)		
	1.4%					

ŀ	12.	TYPE OF REPORTING PERSON	
		IN	

^{*} Thomas F. McLarty III expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

]
1. NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
	LUTHER CO					
2.	CHECK THE A	APPROPRI	ATE BOX IF A N	MEMBER OF A GROUP	(a) x (b) o	
3.	SEC USE ONL	Y			(8)	
4.	CITIZENSHIP	OR PLAC	E OF ORGANIZA	ATION		
	USA					
	I	5.	SOLE V	VOTING POWER	ı	
			0			
N	NUMBER OF	6.	SHARE	ED VOTING POWER		
	SHARES ENEFICIALLY OWNED BY		22,096,	,261		
,	EACH REPORTING	7.	7. SOLE DISPOSITIVE POWER			
r	PERSON WITH		100,000	0		
		8.	SHARE	ED DISPOSITIVE POWE	R	
			0			
9.	AGGREGATE REPORTING F		BENEFICIALLY	Y OWNED BY EACH		
100,000 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
			GREGATE AMO	OUNT IN ROW (9)		
	21,996,261*			X		
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW			Y AMOUNT IN ROW (9)			
	0.3%					

ŀ	12.	TYPE OF REPORTING PERSON	
		IN	

^{*} Luther Coggin expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
		B.) TOMM	AND ANITA DESAUSSU	RE TOMM,		
2.			ATE BOX IF A MEMBER C		(a) x (b) o	
3.	SEC USE ONL	Y			(6) 6	
4.	CITIZENSHIP	OR PLACE	OF ORGANIZATION			
	USA					
	<u>l</u>	5.	SOLE VOTING PO	OWER		
			0			
N	NUMBER OF SHARES	6.	SHARED VOTING	G POWER		
	ENEFICIALLY OWNED BY		22,096,261			
F	EACH REPORTING	7.	SOLE DISPOSITI	VE POWER		
	PERSON WITH		349,039			
		8.	SHARED DISPOS	ITIVE POWE	₹	
			U			
9.	AGGREGATE REPORTING F		BENEFICIALLY OWNED	BY EACH		
349,039 10. CHECK BOX IF THE AGGREGATE EXCLUDES CERTAIN SHARES						
			GREGATE AMOUNT IN R	OW (9)		
	21,747,222*					
11.	PERCENT OF	CLASS RE	PRESENTED BY AMOUN	Γ IN ROW (9)		

	1.1%	
12	TYPE OF REPORTING PERSON	
	00	

^{*} Charlie (C.B.) Tomm and Anita DeSaussure Tomm, Tenants by the Entireties, expressly disclaim beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
	JOHN R. CAP	PPS				
			ATE BOX IF A MEMBER ((a) x (b) o	
3.	SEC USE ONL	Υ				
4.	CITIZENSHIP	OR PLACE	OF ORGANIZATION			
	USA					
		5.	SOLE VOTING P	OWER		
			0			
	UMBER OF SHARES	6.	SHARED VOTIN	G POWER		
	NEFICIALLY WNED BY		22,096,261			
R	EACH EPORTING	7.	SOLE DISPOSITI	VE POWER		
	PERSON WITH		210,300			
		8.	SHARED DISPOS	SITIVE POWER	2	
			0			
	AGGREGATE REPORTING F		BENEFICIALLY OWNED	BY EACH		
	210,300	Ensor				
10. CHECK BOX IF THE EXCLUDES CERTAI SHARES			GREGATE AMOUNT IN R	OW (9)		
	21,885,961*					
11.	PERCENT OF	CLASS RE	PRESENTED BY AMOUN	T IN ROW (9)		
	0.6%					

12.	TYPE OF REPORTING PERSON	
	IN	

^{*} John R. Capps expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
				BLE TRUST OF 2005		
2.	CHECK THE A	APPROPR1	IATE BOX	X IF A MEMBER OF A GROUP	(a) x (b) o	
3.	SEC USE ONL	Y				
4.	CITIZENSHIP	OR PLAC	E OF ORC	GANIZATION		
	USA					
	ı	5.		SOLE VOTING POWER		
				0		
N	IUMBER OF	6.		SHARED VOTING POWER		
	SHARES NEFICIALLY OWNED BY			22,096,261		
R	EACH REPORTING	7.		SOLE DISPOSITIVE POWER		
1	PERSON WITH			1,280,037		
		8.		SHARED DISPOSITIVE POWER	₹	
				0		
9.			Γ BENEFI	CIALLY OWNED BY EACH		
	REPORTING P	EKSON				
	1,280,037					
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
	20,816,224*					
11.	PERCENT OF	CLASS RI	EPRESEN'	TED BY AMOUNT IN ROW (9)		
	3.9%					

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l			
	12.	TYPE OF REPORTING PERSON	
		00	

^{*} JIW Enterprises Irrevocable Trust of 2005 expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
	JIW FUND I,	LLC				
2.	· · · · · · · · · · · · · · · · · · ·		ATE BOX IF A MEMBER		(a) x (b) o	
3.	SEC USE ONL	Υ				
4.	CITIZENSHIP	OR PLACE	OF ORGANIZATION			
	USA					
		5.	SOLE VOTING F	POWER		
			0			
	NUMBER OF SHARES ENEFICIALLY	6.	SHARED VOTIN	IG POWER		
	OWNED BY		22,096,261			
F	EACH REPORTING	7.	SOLE DISPOSIT	IVE POWER		
	PERSON WITH		117,554			
		8.	SHARED DISPO	SITIVE POWER	2	
			0			
9.	AGGREGATE REPORTING I		BENEFICIALLY OWNER	BY EACH		
	117,554					
10.	CHECK BOX	IF THE AGGREGATE AMOUNT IN ROW (9)				
EXCLUDES O SHARES						
	21,978,707*				X	
11.	PERCENT OF	CLASS RE	PRESENTED BY AMOUN	T IN ROW (9)		
	0.4%					

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12.	TYPE OF REPORTING PERSON	
	00	

^{*} JIW Fund I, LLC expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
	DMCD AUTO	S IRVINO	G, INC.			
2.				(IF A MEMBER OF A GROUP	(a) x (b) o	
3.	SEC USE ONL	Y				
4.	CITIZENSHIP	OR PLAC	E OF ORC	GANIZATION		
	Texas					
	•	5.		SOLE VOTING POWER		•
				0		
N	IUMBER OF SHARES	6.		SHARED VOTING POWER		
	NEFICIALLY DWNED BY			22,096,261		
R	EACH REPORTING	7.		SOLE DISPOSITIVE POWER		
	PERSON WITH			12,109		
		8.		SHARED DISPOSITIVE POWE	R	
				0		
9.	AGGREGATE REPORTING P		Γ BENEFI	CIALLY OWNED BY EACH		
	12,109	Littoorv				
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
	22,084,152*					
11.	PERCENT OF	CLASS R	EPRESEN'	TED BY AMOUNT IN ROW (9)		
	0.0%					

12.	TYPE OF REPORTING PERSON	
	СО	

^{*} DMCD Autos Irving, Inc. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

	REPORTING P	ERSON NO. OF ABOVE PERSON		
ROBERT E	. GRAY			
		TE BOX IF A MEMBER OF A C	GROUP (a) x (b) o	
3. SEC USE O	NLY			
4. CITIZENSH	IP OR PLACE	OF ORGANIZATION		
USA				
	5.	SOLE VOTING POWER	<u> </u>	
		0		
NUMBER OF SHARES	6.	SHARED VOTING POV	VER	
BENEFICIALL OWNED BY	Y	22,096,261		
EACH REPORTING	7.	SOLE DISPOSITIVE PO	OWER	
PERSON WITH		329,378		
	8.	SHARED DISPOSITIVI	E POWER	
		0		
9. AGGREGAT		BENEFICIALLY OWNED BY E	ACH	
329,378	JILKSON			
10. CHECK BO EXCLUDES SHARES		GREGATE AMOUNT IN ROW (9)	
21,766,883*			x	
11. PERCENT C	OF CLASS REI	PRESENTED BY AMOUNT IN I	ROW (9)	
1.0%				

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ŀ	12.	TYPE OF REPORTING PERSON	
		IN	

^{*} Robert E. Gray expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

13G

CUSIP NO. **043436104**

	T				_	
1.	NAME OF REF I.R.S. IDENTIF			BOVE PERSON		
	GIBSON FAM	ILY PAR	TNERSHI	P, L.P.		
2.				IF A MEMBER OF A GROUP	(a) x (b) o	
3.	SEC USE ONL	Y				
4.	CITIZENSHIP	OR PLAC	E OF ORG	ANIZATION		
	Pennsylvania					
	•	5.		SOLE VOTING POWER		
				0		
N	UMBER OF SHARES	6.	S	SHARED VOTING POWER		
	NEFICIALLY DWNED BY		2	22,096,261		
g.	EACH EPORTING	7.		SOLE DISPOSITIVE POWER		
1	PERSON WITH		1	124,749		
		8.		SHARED DISPOSITIVE POWE	R	
			(0		
9.	AGGREGATE REPORTING P		Γ BENEFIC	CIALLY OWNED BY EACH		
	124,749	2110 01 (
10.	CHECK BOX I	FTHF AC	GGREGATI	E AMOUNT IN ROW (9)		
10.	EXCLUDES CI SHARES		JOKEO/11	ETHIOUNT IN NOW (2)		
	21,971,512*				x	
11.	PERCENT OF	CLASS RI	EPRESENT	TED BY AMOUNT IN ROW (9)		
	0.4%					

12.	TYPE OF REPORTING PERSON	
	PN	

^{*} Gibson Family Partnership, L.P. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

1.	NAME OF REI		PERSON NO. OF ABOVE PERSON			
	THOMAS G. 1	MCCOLL	UM			
2.			ATE BOX IF A MEMBER OF	A GROUP (a) 2 (b) 6		
3.	SEC USE ONL	Υ				
4.	CITIZENSHIP	OR PLAC	E OF ORGANIZATION			
	USA					
	l	5.	SOLE VOTING PO	WER	·	
			0			
N	NUMBER OF SHARES	6.	SHARED VOTING	POWER		
	ENEFICIALLY OWNED BY		22,096,261			
F	EACH REPORTING	7.	SOLE DISPOSITIV	SOLE DISPOSITIVE POWER		
	PERSON WITH		87,870			
		8.	SHARED DISPOSI	TIVE POWER		
			0			
9.	AGGREGATE REPORTING I		BENEFICIALLY OWNED B	Y EACH		
	87,870	LIGOIV				
10.	· ·	IE THE AC		W (0)		
10.	EXCLUDES C SHARES		GREGATE AMOUNT IN RO	W (9)		
	22,008,391*			x		
11.	PERCENT OF	CLASS RE	EPRESENTED BY AMOUNT	IN ROW (9)		
	0.3%					

ŀ	12.	TYPE OF REPORTING PERSON	
		IN	

^{*} Thomas G. McCollum expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

1.	NAME OF REI I.R.S. IDENTIF			E PERSON		
	SLT/TAG, INC	Z.				
2.	CHECK THE A	APPROPR	IATE BOX IF A	MEMBER OF A GROUP	(a) x (b) o	
3.	SEC USE ONL	Y				
4.	CITIZENSHIP	OR PLAC	E OF ORGANI	ZATION		
	Oregon					
		5.	SOL	E VOTING POWER	<u> </u>	
			0			
N	IUMBER OF SHARES	6.	SHA	RED VOTING POWER		
	ENEFICIALLY OWNED BY		22,09	6,261		
F	EACH REPORTING	7.	SOL	E DISPOSITIVE POWER		
	PERSON WITH		61,90	0		
		8.	SHA	RED DISPOSITIVE POWE	ER	
			0			
9.	AGGREGATE REPORTING F		Γ BENEFICIAL	LY OWNED BY EACH		
	61,900	ZNOOT				
10	CHECK DOV I	ETHE A	COECATE AN	AOUNT IN DOW (0)		
10.	EXCLUDES CI SHARES		JUREUATE AN	10UNT IN ROW (9)		
	22,034,361*				х	
11.	PERCENT OF	CLASS R	EPRESENTED	BY AMOUNT IN ROW (9))	
	0.2%					

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12.	TYPE OF REPORTING PERSON	
	СО	

^{*} SLT/TAG, INC. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

]
1.	NAME OF REI I.R.S. IDENTIF					
	NOEL E. DAN	IIELS				
2.	CHECK THE A	APPROPRI	ATE BOX IF A	A MEMBER OF A GROUP	(a) x (b) o	
3.	SEC USE ONL	Y			(6) 0	
4.	CITIZENSHIP	OR PLAC	E OF ORGANI	IZATION		
	USA					
	I	5.	SOL	E VOTING POWER		
			0			
N	NUMBER OF SHARES	6.	SHA	RED VOTING POWER		
	ENEFICIALLY OWNED BY		22,09	96,261		
 	EACH REPORTING	7.	SOLE DISPOSITIVE POWER			
	PERSON WITH		17,47	78		
		8.	SHA	RED DISPOSITIVE POWI	ER	
			0			
9.	AGGREGATE REPORTING F		BENEFICIAL	LY OWNED BY EACH		
	17,478	2113 011				
10.	CHECK BOX I	F THE AC	GREGATE AN	MOUNT IN ROW (9)		
	EXCLUDES C			()		
	22,078,783*			X		
11.	PERCENT OF	CLASS RE	EPRESENTED	BY AMOUNT IN ROW (9)	
	0.1%					

12.	TYPE OF REPORTING PERSON	
	IN	

^{*} Noel E. Daniels expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104 13G

1.	NAME OF REI		ERSON NO. OF ABOVE PER	SON			
	NANCY D. NO	DBLE					
2.			ATE BOX IF A MEM		(a) x (b) o		
3.	SEC USE ONL	Υ					
4.	CITIZENSHIP	OR PLACE OF ORGANIZATION					
USA							
		5.	SOLE VOT	NG POWER		I	
			0				
N	NUMBER OF SHARES	6.	SHARED V	OTING POWER			
	ENEFICIALLY OWNED BY		22,096,261				
ļ F	EACH REPORTING	7.	SOLE DISP	SOLE DISPOSITIVE POWER			
	PERSON WITH		20,856				
		8.	SHARED D	ISPOSITIVE POWER	₹		
			0				
9.	AGGREGATE REPORTING I		BENEFICIALLY OW	NED BY EACH			
	20,856	LIGOT					
10.	CHECK BOX	IF THE AG	GREGATE AMOUNT	TIN ROW (9)			
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
	22,075,405*				X		
11.	PERCENT OF	CLASS RE	PRESENTED BY AM	IOUNT IN ROW (9)			
	0.1%						

12.	TYPE OF REPORTING PERSON	
	IN	

^{*} Nancy D. Noble expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104 13G

1.	NAME OF REL		PERSON NO. OF ABOVE PERS	ON			
	STEVE M. IN	ZINNA					
2.	CHECK THE A	APPROPRIA	ATE BOX IF A MEMB		(a) x (b) o		
3.	SEC USE ONL	Υ					
4.	CITIZENSHIP	OR PLACE OF ORGANIZATION					
USA							
	I	5.	SOLE VOTIN	G POWER		l	
			0				
N	NUMBER OF SHARES	6.	SHARED VO	ΓING POWER			
	ENEFICIALLY OWNED BY		22,096,261				
F	EACH REPORTING	7.	SOLE DISPO	SOLE DISPOSITIVE POWER			
	PERSON WITH		19,375				
		8.	SHARED DIS	POSITIVE POWER	3		
			0				
9.	AGGREGATE REPORTING I		BENEFICIALLY OWN	IED BY EACH			
	19,375	LIGOT					
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
	22,076,886*						
11.	PERCENT OF	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	0.1%						

12.	TYPE OF REPORTING PERSON	
	IN	

^{*} Steve M. Inzinna expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

Item 1. (a) Name of Issuer:

ASBURY AUTOMOTIVE GROUP, INC.

(b) Address of Issuer's Principal Executive Offices:

622 THIRD AVENUE

37TH FLOOR NEW YORK, NY 10017

Item 2. (a) Name of Persons Filing:

ASBURY AUTOMOTIVE HOLDINGS L.L.C.

RIPPLEWOOD PARTNERS L.P.

COLLINS FAMILY PARTNERS, L.P.

TIMOTHY C. COLLINS

C.V. NALLEY III

THOMAS MCLARTY III

LUTHER COGGIN

CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY THE ENTIRETIES

JOHN R. CAPPS

JIW ENTERPRISES IRREVOCABLE TRUST OF 2005

JIW FUND I, LLC

DMCD AUTOS IRVING, INC.

ROBERT E. GRAY

GIBSON FAMILY PARTNERSHIP, L.P.

THOMAS G. MCCOLLUM

SLT/TAG, INC.

NOEL E. DANIELS

NANCY D. NOBLE

STEVE M. INZINNA

(b) Address of Principal Business Office or, if none, Residence:

ASBURY AUTOMOTIVE HOLDINGS L.L.C. C/O RIPPLEWOOD PARTNERS L.P. ONE ROCKEFELLER PLAZA 32ND FLOOR NEW YORK, NY 10020

RIPPLEWOOD PARTNERS L.P. ONE ROCKEFELLER PLAZA 32ND FLOOR NEW YORK, NY 10020

COLLINS FAMILY PARTNERS, L.P. C/O RIPPLEWOOD PARTNERS L.P. ONE ROCKEFELLER PLAZA 32ND FLOOR NEW YORK, NY 10020 TIMOTHY C. COLLINS C/O RIPPLEWOOD PARTNERS L.P. ONE ROCKEFELLER PLAZA 32ND FLOOR NEW YORK, NY 10020

C.V. NALLEY III 87 WEST PACES FERRY ROAD ATLANTA, GA 30305

THOMAS MCLARTY III C/O KISSINGER MCLARTY ASSOCIATES 1775 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20006

LUTHER COGGIN C/O COGGIN AUTOMOTIVE GROUP 4306 PABLO OAKS COURT JACKSONVILLE, FL 32224

CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY THE ENTIRETIES c/o COGGIN AUTOMOTIVE GROUP 4306 PABLO OAKS COURT JACKSONVILLE, FL 32224

JOHN R. CAPPS C/O PLAZA MOTOR COMPANY 11830 OLIVE BLVD. ST. LOUIS, MO 63141

JIW ENTERPRISES IRREVOCABLE TRUST OF 2005 C/O JEFFREY I. WOOLEY COURTESY AUTOMOTIVE GROUP MERCEDES BENZ OF TAMPA 4636 N. DALE MABRY HWY TAMPA, FL 33614

JIW FUND I, LLC C/O JEFFREY I. WOOLEY COURTESY AUTOMOTIVE GROUP MERCEDES BENZ OF TAMPA 4636 N. DALE MABRY HWY TAMPA, FL 33614

DMCD AUTOS IRVING, INC. C/O DAVID MCDAVID MCDAVID SPORTS HOLDINGS 17120 DALLAS N. TOLLWAY, S# 240 DALLAS, TX 75248

ROBERT E. GRAY C/O GRAY-DANIELS AUTO FAMILY 6060 I-55N JACKSON, MS 39211

GIBSON FAMILY PARTNERSHIP, L.P. 810 MT. MORO RD. VILLANOVA, PA 19085

THOMAS G. MCCOLLUM C/O DAVID MCDAVID AUTO GROUP 3600 WEST AIRPORT FREEWAY IRVING, TX 75062

SLT/TAG, INC. C/O TONKON TORP L.L.P. 1600 PIONEER TOWER 888 SW FIFTH AVENUE PORTLAND, OR 97204

NOEL E. DANIELS C/O GRAY-DANIELS AUTO FAMILY 6060 I-55N JACKSON, MS 39211

NANCY D. NOBLE C/O COGGIN AUTOMOTIVE GROUP 4306 PABLO OAKS COURT JACKSONVILLE, FL 32224

STEVE M. INZINNA C/O GRAY-DANIELS AUTO FAMILY 6060 I-55N JACKSON, MS 39211

(c) Citizenship:

ASBURY AUTOMOTIVE HOLDINGS L.L.C. - DELAWARE RIPPLEWOOD PARTNERS L.P. - DELAWARE COLLINS FAMILY PARTNERS, L.P. - DELAWARE TIMOTHY C. COLLINS - USA C.V. NALLEY, III - USA THOMAS MCLARTY III - USA LUTHER COGGIN - USA

CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY THE ENTIRETIES - USA

JOHN R. CAPPS - USA

JIW ENTERPRISES IRREVOCABLE TRUST OF 2005 - USA

JIW FUND I, LLC - USA

DMCD AUTOS IRVING, INC. - TEXAS

ROBERT E. GRAY - USA

GIBSON FAMILY PARTNERSHIP, L.P. - USA

THOMAS G. MCCOLLUM - USA

SLT/TAG, INC. - OREGON

NOEL E. DANIELS - USA

NANCY D. NOBLE - USA

STEVE M. INZINNA - USA

(d) Title of Class of Securities:

COMMON STOCK, PAR VALUE \$.01 PER SHARE

(e) CUSIP Number:

043436104

Item 3. NOT APPLICABLE. THIS SCHEDULE 13G IS FILED PURSUANT TO

RULE 13D-1(d).

Item 4. Ownership

(a) Amount beneficially owned:

SEE THE RESPONSES TO ITEM 9 ON THE ATTACHED COVER PAGES.

(b) Percent of Class:

SEE THE RESPONSES TO ITEM 11 ON THE ATTACHED COVER PAGES.

- (c) Number of shares as to which such person has:
- (i). Sole power to vote or to direct the vote: **SEE THE RESPONSES TO ITEM 5 ON THE ATTACHED COVER PAGES.**
- (ii). Shared power to vote or to direct the vote: **SEE THE RESPONSES TO ITEM 6 ON THE ATTACHED COVER PAGES.**
- (iii). Sole power to dispose or to direct the disposition of: **SEE THE RESPONSES TO ITEM 7 ON THE ATTACHED COVER PAGES.**
- (iv). Shared power to dispose or to direct the disposition of: **SEE THE RESPONSES TO ITEM 8 ON THE ATTACHED COVER PAGES.**

Item 5. Ownership of Five Percent or Less of a Class

IF THIS STATEMENT IS BEING FILED TO REPORT THE FACT THAT AS OF THE DATE HEREOF THE REPORTING PERSON HAS CEASED TO BE THE BENEFICIAL OWNER OF MORE THAN FIVE PERCENT OF THE CLASS OF SECURITIES, CHECK THE FOLLOWING [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

NOT APPLICABLE

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security

Being Reported on By the

Parent Holding Company or Control Person

NOT APPLICABLE

Item 8. Identification and Classification of Members of the Group

THE FOLLOWING SHAREHOLDERS ARE MEMBERS OF A GROUP BASED ON VOTING ARRANGEMENTS IN ASBURY AUTOMOTIVE GROUP, INC.'S SHAREHOLDERS AGREEMENT, DATED AS OF MARCH 1, 2002, AS AMENDED:

ASBURY AUTOMOTIVE HOLDINGS L.L.C.*

C.V. NALLEY, III

THOMAS MCLARTY, III

LUTHER COGGIN

CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY THE ENTIRETIES

JOHN R. CAPPS

JIW ENTERPRISES IRREVOCABLE TRUST OF 2005

JIW FUND I, LLC

DMCD AUTOS IRVING, INC.

ROBERT E. GRAY

GIBSON FAMILY PARTNERSHIP, L.P.

THOMAS G. MCCOLLUM

SLT/TAG, INC.

NOEL E. DANIELS

NANCY D. NOBLE

STEVE M. INZINNA

Item 9. Notice of Dissolution of Group

NOT APPLICABLE

Item 10. Certifications

NOT APPLICABLE

^{*} Ripplewood Partners L.P. is the owner of approximately 51% of the membership interests of Asbury Automotive Holdings L.L.C.; FS Equity Partners III, L.P., FS Equity Partners International L.P and FS Equity Partners IV, L.P., investment funds affiliated with Freeman Spogli, are the owners of approximately 49% of the membership interests of Asbury Automotive Holdings L.L.C.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2006

ASBURY AUTOMOTIVE HOLDINGS L.L.C.

by: /s/ Timothy C. Collins Name: Timothy C. Collins

RIPPLEWOOD PARTNERS L.P.

by: /s/ Timothy C. Collins Name: Timothy C. Collins

COLLINS FAMILY PARTNERS, L.P.

by: /s/ Timothy C. Collins Name: Timothy C. Collins

TIMOTHY C. COLLINS

by: /s/ Timothy C. Collins Name: Timothy C. Collins

C.V. NALLEY, III

by: /s/ C.V. Nalley, III Name: C.V. Nalley, III

THOMAS F. MCLARTY, III

by: /s/ Thomas F. McLarty, III
Name: Thomas F. McLarty, III

LUTHER COGGIN

by: /s/ Luther Coggin Name: Luther Coggin

Title: Chairman of the Board, Coggin Automotive Group

CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY THE ENTIRETIES

by: /s/ Charlie Tomm and Anita
Desaussure Tomm
Name: Charlie Tomm and Anita
Desaussure Tomm

JOHN R. CAPPS

by: /s/ John R. Capps Name: John R. Capps

JIW ENTERPRISES IRREVOCABLE TRUST OF 2005

by: /s/ Jeffrey I. Wooley Name: Jeffrey I. Wooley

JIW FUND 1, LLC

by: /s/ Jeffrey I. Wooley Name: Jeffrey I. Wooley

DMCD AUTOS IRVING, INC.

by: /s/ David McDavid Name: David McDavid

ROBERT E. GRAY

by: /s/ Robert E. Gray Name: Robert E. Gray

Title: Chief Executive Officer

GIBSON FAMILY PARTNERSHIP, L.P.

by: /s/ Thomas R. Gibson Name: Thomas R. Gibson

THOMAS G. MCCOLLUM

by: /s/ Thomas G. McCollum Name: Thomas G. McCollum

SLT/TAG, INC.

by: /s/ Scott L. Thomason Name: Scott L. Thomason

Title: President

NOEL E. DANIELS

by: