

ASBURY AUTOMOTIVE GROUP INC  
Form 4  
May 01, 2008

**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 \*  
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<br>per share                         |            |   |       |   |             |        |   |
| Common<br>stock, par<br>value \$.01<br>per share | 04/30/2008 | S | 700   | D | \$<br>16.93 | 37,403 | D |
| Common<br>stock, par<br>value \$.01<br>per share | 04/30/2008 | S | 900   | D | \$ 17       | 36,503 | D |
| Common<br>stock, par<br>value \$.01<br>per share | 04/30/2008 | S | 600   | D | \$<br>17.01 | 35,903 | D |
| Common<br>stock, par<br>value \$.01<br>per share | 04/30/2008 | S | 900   | D | \$<br>17.02 | 35,003 | D |
| Common<br>stock, par<br>value \$.01<br>per share | 04/30/2008 | S | 200   | D | \$<br>17.03 | 34,803 | D |
| Common<br>stock, par<br>value \$.01<br>per share | 04/30/2008 | S | 903   | D | \$<br>17.06 | 33,900 | D |
| Common<br>stock, par<br>value \$.01<br>per share | 04/30/2008 | S | 5,100 | D | \$<br>17.07 | 28,800 | D |
| Common<br>stock, par<br>value \$.01<br>per share | 04/30/2008 | S | 100   | D | \$<br>17.08 | 28,700 | D |
| Common<br>stock, par<br>value \$.01<br>per share | 04/30/2008 | S | 500   | D | \$<br>17.09 | 28,200 | D |
| Common<br>stock, par<br>value \$.01<br>per share | 04/30/2008 | S | 700   | D | \$ 17.1     | 27,500 | D |
| Common<br>stock, par<br>value \$.01              | 04/30/2008 | S | 100   | D | \$<br>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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| SMITH J GORDON<br>C/O ASBURY AUTOMOTIVE GROUP, INC.<br>622 THIRD AVENUE, 37TH FLOOR<br>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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