

ASBURY AUTOMOTIVE GROUP INC

Form 4

July 31, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCLARTY THOMAS F III

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)
07/26/2006

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

C/O ASBURY AUTOMOTIVE
GROUP, 3 LANDMARK SQUARE,
SUITE 500

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

STAMFORD, CT 06901

(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)
Common Stock, par value \$0.01 per share	07/26/2006		S	9,100 D	\$ 20.64	445,014	D
Common Stock, par value \$0.01 per share	07/26/2006		S	300 D	\$ 20.65	444,714	D
Common Stock, par	07/26/2006		S	7,000 D	\$ 20.75	437,714	D

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value \$0.01
per share

Common
Stock, par
value \$0.01
per share

07/26/2006

S

300

D

\$
20.74

437,414

D

Common
Stock, par
value \$0.01
per share

07/26/2006

S

3,100

D

\$ 20.7

434,314

D

Common
Stock, par
value \$0.01
per share

07/26/2006

S

1,300

D

\$
20.72

433,014

D

Common
Stock, par
value \$0.01
per share

07/26/2006

S

500

D

\$
20.73

432,514

D

Common
Stock, par
value \$0.01
per share

07/26/2006

S

300

D

\$
20.71

432,214

D

Common
Stock, par
value \$0.01
per share

07/26/2006

S

2,900

D

\$
20.78

429,314

D

Common
Stock, par
value \$0.01
per share

07/26/2006

S

3,100

D

\$
20.79

426,214

D

Common
Stock, par
value \$0.01
per share

07/26/2006

S

100

D

\$
20.68

426,114

D

Common
Stock, par
value \$0.01
per share

07/26/2006

S

100

D

\$
20.67

426,014

D

Common
Stock, par
value \$0.01
per share

07/26/2006

S

600

D

\$
20.69

425,414

D

Common
Stock, par
value \$0.01

07/26/2006

S

2,000

D

\$
20.77

423,414

D

per share

Common

Stock, par
value \$0.01

07/26/2006

S

1,400

D

\$ 20.8

422,014

D

per share

Common

Stock, par
value \$0.01

07/26/2006

S

1,300

D

\$
20.76

420,714

D

per share

Common

Stock, par
value \$0.01

07/26/2006

S

1,600

D

\$
20.85

419,114

D

per share

Common

Stock, par
value \$0.01

07/26/2006

S

300

D

\$
20.82

418,814

D

per share

Common

Stock, par
value \$0.01

07/26/2006

S

800

D

\$
20.84

418,014

D

per share

Common

Stock, par
value \$0.01

07/26/2006

S

2,600

D

\$
20.81

415,414

D

per share

Common

Stock, par
value \$0.01

07/26/2006

S

1,700

D

\$
20.83

413,714

D

per share

Common

Stock, par
value \$0.01

07/26/2006

S

300

D

\$
20.87

413,414

D

per share

Common

Stock, par
value \$0.01

07/26/2006

S

700

D

\$
20.92

412,714

D

per share

Common

Stock, par
value \$0.01

07/26/2006

S

2,600

D

\$
20.91

410,114

D

per share

Common

Stock, par
value \$0.01

07/26/2006

S

5,300

D

\$ 20.9

404,814

D

per share

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Common Stock, par value \$0.01 per share	07/26/2006	S	1,700	D	\$ 20.93	403,114	D
Common Stock, par value \$0.01 per share	07/26/2006	S	600	D	\$ 20.89	402,514	D
Common Stock, par value \$0.01 per share	07/26/2006	S	1,700	D	\$ 20.88	400,814	D
Common Stock, par value \$0.01 per share	07/26/2006	S	300	D	\$ 20.86	400,514	D
Common Stock, par value \$0.01 per share	07/26/2006	S	100	D	\$ 20.94	400,414	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 Following Reportable Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCLARTY THOMAS F III C/O ASBURY AUTOMOTIVE GROUP 3 LANDMARK SQUARE, SUITE 500 STAMFORD, CT 06901		X		

Signatures

Lynne A. Burgess, Attorney-in-Fact	07/28/2006
<u> </u> **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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