

ASBURY AUTOMOTIVE GROUP INC
 Form 4
 June 08, 2007

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 *
DURHAM MICHAEL J

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)
3416 CARUTH BLVD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/07/2007

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

DALLAS, TX 75225
 (City) (State) (Zip)

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

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 or Price		
Common stock, par value \$.01 per share	06/07/2007		M		5,000 A \$ 10.4	30,937	D
Common stock, par value \$.01 per share	06/07/2007		S		400 D \$ 25.73	30,537	D
Common stock, par value \$.01 per share	06/07/2007		S		300 D \$ 25.74	30,237	D

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Common stock, par value \$.01 per share	06/07/2007	S	100	D	\$ 25.76	30,137	D
Common stock, par value \$.01 per share	06/07/2007	S	1,000	D	\$ 25.75	29,137	D
Common stock, par value \$.01 per share	06/07/2007	S	200	D	\$ 25.77	28,937	D
Common stock, par value \$.01 per share	06/07/2007	S	200	D	\$ 25.78	28,737	D
Common stock, par value \$.01 per share	06/07/2007	S	300	D	\$ 25.71	28,437	D
Common stock, par value \$.01 per share	06/07/2007	S	100	D	\$ 25.72	28,337	D
Common stock, par value \$.01 per share	06/07/2007	S	2,400	D	\$ 25.7	25,937	D

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

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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. I. Derivative Securities (Instr. 3 and 4)
				Code	V (A) (D)		Title	

					Date Exercisable	Expiration Date	Amount or Number of Shares
Stock option (right to buy)	\$ 10.4	06/07/2007	M	5,000	<u>(1)</u>	05/11/2013	Common stock, par value \$.01 per share 5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DURHAM MICHAEL J 3416 CARUTH BLVD. DALLAS, TX 75225	X			

Signatures

Lynne A. Burgess,
Attorney-in-Fact

06/08/2007

__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).

(1) The option vested in three equal annual installments beginning on May 12, 2004.

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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