

ASBURY AUTOMOTIVE GROUP INC
Form 4
July 24, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
NALLEY C V 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)
C/O NALLEY COMPANIES, 87 WEST PACES FERRY ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/20/2006

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

ATLANTA, GA 30305

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

(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)
				(A) or (D)	Price		
Common stock, par value \$0.01 per share	07/20/2006		S	1,000 D	\$ 20.05	778,764	D
Common stock, par value \$0.01 per share	07/20/2006		S	1,600 D	\$ 20.11	777,164	D
Common stock, par value \$0.01	07/20/2006		S	3,100 D	\$ 20.14	774,064	D

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per share							
Common stock, par value \$0.01 per share	07/20/2006	S	200	D	\$ 20.01	773,864	D
Common stock, par value \$0.01 per share	07/20/2006	S	2,700	D	\$ 20.19	771,164	D
Common stock, par value \$0.01 per share	07/20/2006	S	5,764	D	\$ 20.15	765,400	D
Common stock, par value \$0.01 per share	07/20/2006	S	1,900	D	\$ 20.09	763,500	D
Common stock, par value \$0.01 per share	07/20/2006	S	7,300	D	\$ 20.2	756,200	D
Common stock, par value \$0.01 per share	07/20/2006	S	5,300	D	\$ 20.16	750,900	D
Common stock, par value \$0.01 per share	07/20/2006	S	1,800	D	\$ 20.18	749,100	D
Common stock, par value \$0.01 per share	07/20/2006	S	2,200	D	\$ 20.1	746,900	D
Common stock, par value \$0.01 per share	07/20/2006	S	400	D	\$ 20.08	746,500	D
Common stock, par value \$0.01 per share	07/20/2006	S	100	D	\$ 20.27	746,400	D
Common stock, par value \$0.01 per share	07/20/2006	S	2,900	D	\$ 20.21	743,500	D

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Common stock, par value \$0.01 per share	07/20/2006	S	700	D	\$ 20.17	742,800	D
Common stock, par value \$0.01 per share	07/20/2006	S	1,100	D	\$ 20.33	741,700	D
Common stock, par value \$0.01 per share	07/20/2006	S	1,000	D	\$ 20.26	740,700	D
Common stock, par value \$0.01 per share	07/20/2006	S	2,900	D	\$ 20.07	737,800	D
Common stock, par value \$0.01 per share	07/20/2006	S	1,800	D	\$ 20.13	736,000	D
Common stock, par value \$0.01 per share	07/20/2006	S	400	D	\$ 20.03	735,600	D
Common stock, par value \$0.01 per share	07/20/2006	S	2,100	D	\$ 20.22	733,500	D
Common stock, par value \$0.01 per share	07/20/2006	S	2,200	D	\$ 20.12	731,300	D
Common stock, par value \$0.01 per share	07/20/2006	S	400	D	\$ 20.06	730,900	D
Common stock, par value \$0.01 per share	07/20/2006	S	3,900	D	\$ 20.02	727,000	D
Common stock, par value \$0.01 per share	07/20/2006	S	100	D	\$ 20.3	726,900	D

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

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SEC 1474 (9-02)

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

Table with columns: 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. 3 and 4).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for NALLEY C V III, C/O NALLEY COMPANIES, 87 WEST PACES FERRY ROAD, ATLANTA, GA 30305, with an 'X' in the 10% Owner column.

Signatures

Lynne A. Burgess, Attorney-in-Fact, 07/24/2006. **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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