

ASBURY AUTOMOTIVE GROUP INC
 Form 4
 July 31, 2006

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 *
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
 ____ Officer (give title below)
 10% Owner
 ____ 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)
 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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| 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 |

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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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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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