

Edgar Filing: NALLEY C V III - Form 3

Form Filed by One Reporting Person

Form Filed by More than One Reporting Person

Table I -- Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: | | 4. Nature (Instr.) |
|---|---|---|--|-----------------------|
| | | Direct (D) or Indirect (I) (Instr. 5) | | |
| Common Stock, par value \$0.01 per share | 1,135,759 (1) | (D) | | |
| Common Stock, par value \$0.01 per share | 225,000 (1) (2) | [I] | | By Grat |

(1) C.V. Nalley, III could be deemed to be part of a group as defined in Section 13(d) of the Securities Exchange Act of 1934 that owns approximately 77.8% of the outstanding common stock of Asbury Automotive Group, Inc. based on voting arrangements in a shareholders agreement. C.V. Nalley, III expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the shareholders agreement except to the extent of his pecuniary interest therein.

(2) C.V. Nalley, III transferred 225,000 shares to The 2003 Nalley Annuity Trust as of February 28, 2003. This transaction is exempt from Section 16 of the Securities Exchange Act of 1934 pursuant to Rule 16a-13.

* If the Form is filed by more than one Reporting Person, see Instruction 5(b)(v).

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

(Print of Type Responses)

(Over)

FORM 3 (continued)

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

| 2. Date Exercisable | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |
|---------------------|---|
|---------------------|---|

