### Edgar Filing: ASBURY AUTOMOTIVE GROUP INC - Form 4

#### ASBURY AUTOMOTIVE GROUP INC

Form 4 July 26, 2006

# FORM 4

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

See Instruction

1(b).

stock, par

(Print or Type Responses)

1. Name and Address of Reporting Person \*

GIBSON THOMAS R			Symbol ASBURY AUTOMOTIVE GROUP INC [NYSE: ABG]					Issuer (Check all applicable)					
								(Cheek an applicable)					
(Last) (First) (Middle) 810 MT. MORO ROAD			3. Date of Earliest Transaction (Month/Day/Year) 07/25/2006					Director X 10% Owner Officer (give title below) Other (specify below)					
												VILLANO	(Street) VA, PA 19085
	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own										cially Owned		
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code (Instr.	8)	4. Securition(A) or Dis (Instr. 3, 4)	posed	of (D)	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 Indirect Beneficial Ownership (Instr. 4)	
	stock, par value \$0.01 per share	07/25/2006			M		23,600	A	\$ 16.5	23,600	D		
	Common stock, par value \$0.01 per share	07/25/2006			S		23,600	D	\$ 21.1	0	D		
	Common									33,840	I	By the	

Gibson

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value Family \$0.01 per Partnership, share L.P.  $\frac{(1)}{}$ 

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.

SEC 1474

(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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 16.5	07/25/2006		M	23,600	<u>(2)</u>	12/03/2011	Common stock, par value \$0.01 per share	23,600

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Topolong of not it will fire the con-	Director	10% Owner	Officer	Other			
GIBSON THOMAS R							
810 MT. MORO ROAD		X					
VILLANOVA, PA 19085							

# **Signatures**

Lynne A. Burgess, Attorney-in-Fact 07/26/2006

\*\*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).
- (1) These shares are held by the Gibson Family Partnership, L.P. Mr. Gibson is the General Partner of the Gibson Family Partnership, L.P. and thus has beneficial ownership of such shares.

Reporting Owners 2

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(2) The option vested in three equal installments beginning on December 3, 2002.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.