

ASBURY AUTOMOTIVE GROUP INC
Form 4
July 26, 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 *
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)
07/25/2006

____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock, par value \$0.01 per share	07/25/2006		S		100	D	\$ 21.11
Common stock, par value \$0.01 per share	07/25/2006		S		400	D	\$ 21.1
Common stock, par value \$0.01 per share	07/25/2006		S		300	D	\$ 21.08

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per share

Common stock, par value \$0.01	07/25/2006	S	100	D	\$ 21.07	719,100	D
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per share

Common stock, par value \$0.01	07/25/2006	S	900	D	\$ 21.06	718,200	D
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per share

Common stock, par value \$0.01	07/25/2006	S	400	D	\$ 21.05	717,800	D
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per share

Common stock, par value \$0.01	07/25/2006	S	300	D	\$ 21.04	717,500	D
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per share

Common stock, par value \$0.01	07/25/2006	S	900	D	\$ 21.03	716,600	D
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per share

Common stock, par value \$0.01	07/25/2006	S	900	D	\$ 21.02	715,700	D
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per share

Common stock, par value \$0.01	07/25/2006	S	1,200	D	\$ 21.01	714,500	D
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per share

Common stock, par value \$0.01	07/25/2006	S	17,100	D	\$ 21	697,400	D
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per share

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative Security	Code	V	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 3 and 4)
			(A)	(D)					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NALLEY C V III C/O NALLEY COMPANIES 87 WEST PACES FERRY ROAD ATLANTA, GA 30305		X		

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).
- 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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