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ASBURY AUTOMOTIVE GROUP INC

Form 3

March 15, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 3

INITIAL STATEMENT OF 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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

| | | |
|---|---------|----------|
| Collins | Timothy | C. |
| (Last) | (First) | (Middle) |
| c/o Ripplewood Holdings L.L.C., One Rockefeller Plaza, 32nd Floor | | |
| (Street) | | |
| New York | NY | 10020 |
| (City) | (State) | (Zip) |

2. Date of Event Requiring Statement (Month/Day/Year)

3/13/02

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

Asbury Automotive Group, Inc. [NYSE:ABG]

5. Relationship of Reporting Person to Issuer
(Check all applicable)

| | |
|---|---|
| <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner (1) |
| <input type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |

6. If Amendment, Date of Original (Month/Day/Year)

7. Individual or Joint/Group Filing (Check applicable line)

| |
|--|
| <input checked="" type="checkbox"/> Form Filed by One Reporting Person |
| <input type="checkbox"/> Form Filed by More than One Reporting Person |

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Table I -- Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature (Instr.) |
|---|---|---|-----------------------|
| Common Stock, par value \$0.01 per share | 0 | N/A | N/A |

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

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

FORM 3 (continued)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conve- sion Exerc Price Deriv Secur |
|---|--|-------------------------|---|---|
| | Date Exer- cisable | Expira- tion Date | Title Amount or Number of Shares | |
| | | | | |

(1) Asbury Automotive Holdings L.L.C., an entity in which Ripplewood Investments L.L.C. holds a

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record 17,550,743 shares of common stock ("Common Stock") of Asbury Automotive Group, Inc. Mr. Collins is an officer of Ripplewood Investments L.L.C. Mr. Collins expressly disclaims beneficial ownership of the shares held by Ripplewood Investments L.L.C. except to the extent of his pecuniary interest in them.

/s/ Timothy C. Collins

March 13, 2002

**Signature of Reporting Person

Date

** 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 provided 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.