ASBURY AUTOMOTIVE GROUP INC

Form 4 July 19, 2005

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

0.5

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

burden hours per response...

See Instruction 1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * SLT/TAG Inc.

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

ASBURY AUTOMOTIVE GROUP

(Check all applicable)

INC [NYSE: ABG]

Director X 10% Owner

3. Date of Earliest Transaction (Month/Day/Year)

07/15/2005

Other (specify Officer (give title below)

C/O MORRIS GALEN, TONKEN TORP L.L.P., 1600 PIONEER TOWER, 888 SW FIFTH AVENUE

(First)

(Middle)

(Zip)

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

PORTLAND, OR 97204

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned

Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(Month/Day/Year)

(A) Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Common stock, par

D 07/15/2005 S 800 136,100 D value \$0.01 per share

Common

stock, par 07/15/2005 S 400 135,700 D value \$0.01 per share

Common 07/15/2005 S 500 D stock, par 16.44

\$ 135,200 D

value \$0.01 per share							
Common stock, par value \$0.01 per share	07/15/2005	S	300	D	\$ 16.44	134,900	D
Common stock, par value \$0.01 per share	07/15/2005	S	3,400	D	\$ 16.45	131,500	D
Common stock, par value \$0.01 per share	07/15/2005	S	600	D	\$ 16.46	130,900	D
Common stock, par value \$0.01 per share	07/15/2005	S	500	D	\$ 16.48	130,400	D
Common stock, par value \$0.01 per share	07/15/2005	S	16.59	D	\$ 16.54	130,383.41	D
Common stock, par value \$0.01 per share	07/15/2005	S	2,500	D	\$ 16.55	127,883.41	D
Common stock, par value \$0.01 per share	07/15/2005	S	83.41	D	\$ 16.56	127,800	D
Common stock, par value \$0.01 per share	07/15/2005	S	400	D	\$ 16.57	127,400	D
Common stock, par value \$0.01 per share	07/15/2005	S	100	D	\$ 16.58	127,300	D
Common stock, par value \$0.01 per share	07/15/2005	S	400	D	\$ 16.64	126,900	D
Common stock, par value \$0.01	07/18/2005	S	500	D	\$ 16.34	126,400	D

07/18/2005	S	300	D	\$ 16.37	126,100	D
07/18/2005	S	2,400	D	\$ 16.38	123,700	D
07/18/2005	S	300	D	\$ 16.39	123,400	D
07/18/2005	S	1,200	D	\$ 16.4	122,200	D
07/18/2005	S	700	D	\$ 16.42	121,500	D
07/18/2005	S	500	D	\$ 16.43	121,000	D
07/18/2005	S	900	D	\$ 16.45	120,100	D
07/18/2005	S	900	D	\$ 16.46	119,200	D
07/18/2005	S	1,000	D	\$ 16.47	118,200	D
07/18/2005	S	500	D	\$ 16.48	117,700	D
07/18/2005	S	1,500	D	\$ 16.49	116,200	D
	07/18/2005 07/18/2005 07/18/2005 07/18/2005 07/18/2005 07/18/2005 07/18/2005	07/18/2005 S 07/18/2005 S	07/18/2005 S 2,400 07/18/2005 S 300 07/18/2005 S 1,200 07/18/2005 S 700 07/18/2005 S 500 07/18/2005 S 900 07/18/2005 S 1,000 07/18/2005 S 500	07/18/2005 S 2,400 D 07/18/2005 S 300 D 07/18/2005 S 1,200 D 07/18/2005 S 700 D 07/18/2005 S 500 D 07/18/2005 S 900 D 07/18/2005 S 1,000 D 07/18/2005 S 500 D	07/18/2005 S 300 D \$16.37 07/18/2005 S 2,400 D \$16.38 07/18/2005 S 300 D \$16.39 07/18/2005 S 1,200 D \$16.4 07/18/2005 S 700 D \$16.42 07/18/2005 S 500 D \$16.43 07/18/2005 S 900 D \$16.45 07/18/2005 S 1,000 D \$16.47 07/18/2005 S 500 D \$16.48	07/18/2005 S 300 D 16.37 123,100 07/18/2005 S 2,400 D \$ 123,700 07/18/2005 S 300 D \$ 123,400 07/18/2005 S 1,200 D \$ 16.4 122,200 07/18/2005 S 700 D \$ 16.42 121,500 07/18/2005 S 500 D \$ 16.43 121,000 07/18/2005 S 900 D \$ 16.45 120,100 07/18/2005 S 900 D \$ 16.46 119,200 07/18/2005 S 1,000 D \$ 118,200 07/18/2005 S 500 D \$ 117,700

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)

> 9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title			
					Exercisable	Date	Title				
				Code V	(A) (D)						
				Code V	(A) (D)		*	Title	Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

> > X

SLT/TAG Inc. C/O MORRIS GALEN, TONKEN TORP L.L.P.

1600 PIONEER TOWER, 888 SW FIFTH AVENUE

PORTLAND, OR 97204

Signatures

Philip R.

Johnson 07/19/2005

**Signature of Date Reporting Person

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. 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.

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