

ASBURY AUTOMOTIVE GROUP INC  
Form 4  
March 14, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
DANIELS NOEL E

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)  
121 EASTHAVEN DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/27/2003

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

BRANDON, MS 39042-2838  
(City) (State) (Zip)

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

**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 Ownership (Instr. 4) |
|------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                          |                                      |                                                    | Code                           | V                                                                 | Amount or Price                                                                               |                                                          |                                   |
| Common stock, par value \$0.01 per share | 03/13/2006                           |                                                    | M                              |                                                                   | 6,061 A \$ 16.5                                                                               | 8,750                                                    | D                                 |
| Common stock, par value \$0.01 per share | 03/13/2006                           |                                                    | M                              |                                                                   | 1,000 A \$ 14.87                                                                              | 9,750                                                    | D                                 |
| Common stock, par value \$0.01 per share | 03/13/2006                           |                                                    | M                              |                                                                   | 1,666 A \$ 11.63                                                                              | 11,416                                                   | D                                 |

Edgar Filing: ASBURY AUTOMOTIVE GROUP INC - Form 4

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. Transaction Code (Instr. 8) | 5. Number of Derivative 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)       | \$ 11.63                                               | 05/27/2003                           |                                                    | A                              | 2,500                                                                                   | <u>(1)</u> 05/27/2013                                    | Common stock, par value \$0.01 per share 2,500                |
| Employee Stock Option (right to buy)       | \$ 14.87                                               | 06/21/2004                           |                                                    | A                              | 3,000                                                                                   | <u>(2)</u> 06/21/2014                                    | Common stock, par value \$0.01 per share 3,000                |
| Employee Stock Option (right to buy)       | \$ 16.5                                                | 03/13/2006                           |                                                    | M                              | 6,061                                                                                   | <u>(3)</u> 03/13/2012                                    | Common stock, par value \$0.01 per share 6,061                |
| Employee Stock Option (right to buy)       | \$ 14.87                                               | 03/13/2006                           |                                                    | M                              | 1,000                                                                                   | <u>(2)</u> 06/21/2014                                    | Common stock, par value \$0.01 per share 1,000                |
| Employee Stock Option (right to buy)       | \$ 11.63                                               | 03/13/2006                           |                                                    | M                              | 1,666                                                                                   | <u>(1)</u> 05/27/2013                                    | Common stock, par value \$0.01 per share 1,666                |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|-----------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                 | Director      | 10% Owner | Officer | Other |
| DANIELS NOEL E<br>121 EASTHAVEN DRIVE<br>BRANDON, MS 39042-2838 |               | X         |         |       |

## Signatures

|                                       |            |
|---------------------------------------|------------|
| Lynne A. Burgess,<br>Attorney-in-Fact | 03/14/2006 |
|---------------------------------------|------------|

\_\_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) The option vests in three equal installments beginning on May 27, 2004.
- (2) The option vests in three equal installments beginning on June 21, 2005.
- (3) The option vested in three equal installments on March 13, 2003, 2004 and 2005.

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.