

BURGESS LYNNE A
Form 4
May 01, 2007

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 *
BURGESS LYNNE A

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2007

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice President, GC & Secretary

C/O ASBURY AUTOMOTIVE GROUP, INC., 622 THIRD AVENUE, 37TH FLOOR

(Street)

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

NEW YORK, NY 10017

(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)	(A) or (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 Ownership (Instr. 4)
			Code	V	Amount	Price		
Common stock, par value \$.01 per share	04/30/2007		M		15,000	A \$ 8.75	15,000	D
Common stock, par value \$.01 per share	04/30/2007		S		1,100	D \$ 29.48	13,900	D
Common stock, par	04/30/2007		S		800	D \$ 29.44	13,100	D

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value \$.01 per share							
Common stock, par value \$.01 per share	04/30/2007	S	600	D	\$ 29.43	12,500	D
Common stock, par value \$.01 per share	04/30/2007	S	400	D	\$ 29.42	12,100	D
Common stock, par value \$.01 per share	04/30/2007	S	2,600	D	\$ 29.4	9,500	D
Common stock, par value \$.01 per share	04/30/2007	S	700	D	\$ 29.39	8,800	D
Common stock, par value \$.01 per share	04/30/2007	S	500	D	\$ 29.37	8,300	D
Common stock, par value \$.01 per share	04/30/2007	S	600	D	\$ 29.35	7,700	D
Common stock, par value \$.01 per share	04/30/2007	S	1,400	D	\$ 29.34	6,300	D
Common stock, par value \$.01 per share	04/30/2007	S	200	D	\$ 29.33	6,100	D
Common stock, par value \$.01 per share	04/30/2007	S	200	D	\$ 29.32	5,900	D
Common stock, par value \$.01 per share	04/30/2007	S	900	D	\$ 29.31	5,000	D
Common stock, par value \$.01	04/30/2007	S	1,300	D	\$ 29.3	3,700	D

per share

Common stock, par value \$.01 per share	04/30/2007	S	200	D	\$ 29.29	3,500	D
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Common stock, par value \$.01 per share	04/30/2007	S	500	D	\$ 29.22	3,000	D
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Common stock, par value \$.01 per share	04/30/2007	S	600	D	\$ 29.19	2,400	D
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Common stock, par value \$.01 per share	04/30/2007	S	2,400	D	\$ 29.18	0	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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	\$ 8.75	04/30/2007		M	15,000	<u>(1)</u> 11/11/2012	Common stock, par value \$.01 per share 15,000

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

BURGESS LYNNE A
C/O ASBURY AUTOMOTIVE GROUP, INC.
622 THIRD AVENUE, 37TH FLOOR
NEW YORK, NY 10017

Vice President, GC & Secretary

Signatures

Lynne A.
Burgess 05/01/2007

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 vested in three equal installments beginning on November 11, 2003.

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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