

ASBURY AUTOMOTIVE GROUP INC

Form 4

February 23, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WOOLEY JEFF I

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)
**4636 N. DALE MABRY
HIGHWAY**

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2007

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
TAMPA, FL 33614-7022

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. 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)
Common stock, par value \$.01 per share	02/21/2007		S(1)	200 D \$ 27.34	518,237	I	By JIW Enterprises, Inc. (2)
Common stock, par value \$.01 per share	02/21/2007		S(1)	900 D \$ 27.35	517,337	I	By JIW Enterprises, Inc. (2)
Common stock, par value \$.01	02/21/2007		S(1)	200 D \$ 27.34	517,137	I	By JIW Enterprises, Inc. (2)

per share

Common stock, par value \$.01 per share	02/22/2007	<u>S⁽¹⁾</u>	2,011	D	\$ 26.9	515,126	I	By JIW Enterprises, Inc. <u>(2)</u>
Common stock, par value \$.01 per share	02/22/2007	<u>S⁽¹⁾</u>	589	D	\$ 26.91	514,537	I	By JIW Enterprises, Inc. <u>(2)</u>
Common stock, par value \$.01 per share	02/22/2007	<u>S⁽¹⁾</u>	800	D	\$ 26.92	513,737	I	By JIW Enterprises, Inc. <u>(2)</u>
Common stock, par value \$.01 per share	02/22/2007	<u>S⁽¹⁾</u>	1,400	D	\$ 26.93	512,337	I	By JIW Enterprises, Inc. <u>(2)</u>
Common stock, par value \$.01 per share	02/22/2007	<u>S⁽¹⁾</u>	1,400	D	\$ 26.94	510,937	I	By JIW Enterprises, Inc. <u>(2)</u>
Common stock, par value \$.01 per share	02/22/2007	<u>S⁽¹⁾</u>	1,800	D	\$ 26.95	509,137	I	By JIW Enterprises, Inc. <u>(2)</u>
Common stock, par value \$.01 per share	02/22/2007	<u>S⁽¹⁾</u>	3,700	D	\$ 26.96	505,437	I	By JIW Enterprises, Inc. <u>(2)</u>
Common stock, par value \$.01 per share	02/22/2007	<u>S⁽¹⁾</u>	4,800	D	\$ 26.97	500,637	I	By JIW Enterprises, Inc. <u>(2)</u>
Common stock, par value \$.01 per share	02/22/2007	<u>S⁽¹⁾</u>	7,300	D	\$ 26.98	493,337	I	By JIW Enterprises, Inc. <u>(2)</u>
Common stock, par value \$.01 per share	02/22/2007	<u>S⁽¹⁾</u>	4,800	D	\$ 26.99	488,537	I	By JIW Enterprises, Inc. <u>(2)</u>
Common stock, par value \$.01 per share	02/22/2007	<u>S⁽¹⁾</u>	2,600	D	\$ 27	485,937	I	By JIW Enterprises, Inc. <u>(2)</u>

Common stock, par value \$.01 per share	02/22/2007	S ⁽¹⁾	2,100	D	\$ 27.01	483,837	I	By JIW Enterprises, Inc. ⁽²⁾
Common stock, par value \$.01 per share	02/22/2007	S ⁽¹⁾	500	D	\$ 27.02	483,337	I	By JIW Enterprises, Inc. ⁽²⁾

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WOOLEY JEFF I 4636 N. DALE MABRY HIGHWAY TAMPA, FL 33614-7022	X

Signatures

Philip R. Johnson,
Attorney-in-Fact 02/23/2007

 **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) This sale was effected pursuant to a 10b5-1 trading plan adopted by the reporting person on December 1, 2006.

(2) The reporting person is a director of the issuer and the President of JIW Enterprises, Inc.

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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