

ASBURY AUTOMOTIVE GROUP INC
 Form 4
 February 23, 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 *
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. 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 Indirect Beneficial Ownership (Instr. 4) | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|---|---|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| 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⁾ |

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| | | | | | | | | |
|---|------------|------------------------|-------|---|----------|---------|---|-------------------------------------|
| 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> |

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.

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.