

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden hours per response: 0.5

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| 1. Name and Address of Reporting Person * <u>BURGESS LYNNE A</u> (Last) (First) (Middle) <u>C/O ASBURY AUTOMOTIVE GROUP, INC.</u> <u>622 THIRD AVENUE, 37TH FLOOR</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10017</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>ASBURY AUTOMOTIVE GROUP INC [</u> <u>NYSE: ABG]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>04/30/2007</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President, GC & Secretary</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |
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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) |
|---|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | 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 value \$.01 per share | 04/30/2007 | | S | | 800 | D | \$29.44 | 13,100 | D | |
| 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 per share | 04/30/2007 | | S | | 1,300 | D | \$29.3 | 3,700 | D | |
| Common stock, par value \$.01 per share | 04/30/2007 | | S | | 200 | D | \$29.29 | 3,500 | D | |
| Common stock, par value \$.01 per share | 04/30/2007 | | S | | 500 | D | \$29.22 | 3,000 | D | |
| Common stock, par value \$.01 per share | 04/30/2007 | | S | | 600 | D | \$29.19 | 2,400 | D | |
| Common stock, par value \$.01 per share | 04/30/2007 | | S | | 2,400 | D | \$29.18 | 0 | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 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 | (1) | 11/11/2012 | Common stock, par value \$.01 per share | 15,000 | \$0 | 20,000 | D | |

Explanation of Responses:

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

Remarks:

Lynne A. Burgess
** Signature of Reporting Person

05/01/2007
Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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.

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