

**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                                 |           |
|--|-----------|
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|---|---|--|
| 1. Name and Address of Reporting Person*<br><u>SLT/TAG Inc.</u><br><br>(Last) (First) (Middle)<br><u>C/O MORRIS GALEN, TONKEN TORP L.L.P.</u><br><u>1600 PIONEER TOWER, 888 SW FIFTH AVENUE</u><br><br>(Street)<br><u>PORTLAND OR 97204</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>ASBURY AUTOMOTIVE GROUP INC [</u><br><u>NYSE: ABG ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/15/2005</u>                                     |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
|  |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |   |  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 400   | D          | \$16.42 | 715,000   | D  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 2,500   | D          | \$16.44 | 712,500   | D  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 2,000   | D          | \$16.45 | 710,500   | D  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 800   | D          | \$16.48 | 709,700   | D  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 800   | D          | \$16.5  | 708,900   | D  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 500   | D          | \$16.52 | 708,400   | D  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 1,100   | D          | \$16.53 | 707,300   | D  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 900   | A          | \$16.54 | 706,400   | D  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 8,800   | D          | \$16.55 | 697,600   | D  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 11,400  | D          | \$16.56 | 686,200   | D  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 1,800   | D          | \$16.57 | 684,400   | D  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 2,800   | D          | \$16.58 | 681,600   | D  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 1,000   | D          | \$16.59 | 680,600   | D  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 6,700   | D          | \$16.6  | 673,900   | D  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 4,100   | D          | \$16.61 | 669,800   | D  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 3,100   | D          | \$16.62 | 666,700   | D  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 600   | D          | \$16.63 | 666,100   | D  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 2,900   | D          | \$16.64 | 663,200   | D  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 4,800   | D          | \$16.65 | 658,400   | D  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 300   | D          | \$16.66 | 658,100   | D  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 200   | D          | \$16.67 | 657,900   | D  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 600   | D          | \$16.68 | 657,300   | D  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 200   | D          | \$16.69 | 657,100   | D  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 600   | D          | \$16.7  | 656,500   | D  |   |
| Common stock, par value \$0.01 per share | 02/15/2005                           |  | s                              |   | 100   | D          | \$16.71 | 656,400   | D  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3)   | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Deemed Execution Date, if any (Month/Day/Year) | 5. Transaction Code (Instr. 8) | 6. Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 7. Date Exercisable and Expiration Date (Month/Day/Year) | 8. Title and Amount of Underlying Security (Instr. 3 and 4) | 9. Price of Derivative Security (Instr. 5) | 10. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 11. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 12. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|---|--------------------------------|---|--|---|--|---|---|--|
| Explanation of Responses:<br>Remarks:  |  |                                      |   |                                |   |  |   |  |   |   |  |
| <p>Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.</p> <p>* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).</p> <p>** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).</p> <p>Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.</p> <p>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 Number.</p> |  |                                      |   |                                |   |  |   |  |   |   |  |

[Lynne A. Burgess, Attorney-in-Fact](#)  
 Signature of Reporting Person  
 Date: 02/18/2005