

**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

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

<p>1. Name and Address of Reporting Person*</p> <p><u>DEALER GROUP LLC</u></p> <p>(Last) (First) (Middle)</p> <p><u>C/O MORRIS GALEN, TONKEN TORP L.L.P.</u></p> <p><u>1600 PIONEER TOWER, 888 SW FIFTH AVE</u></p> <p>(Street)</p> <p><u>PORTLAND OR 97204</u></p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>ASBURY AUTOMOTIVE GROUP INC [ NYSE: ABG ]</u></p> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>06/02/2004</u></p> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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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 \$0.01 per share	06/02/2004		s		2,300	D	\$14.1	1,240,016	D	
Common Stock, par value \$0.01 per share	06/02/2004		s		1,000	D	\$14.11	1,239,016	D	
Common Stock, par value \$0.01 per share	06/02/2004		s		4,200	D	\$14.12	1,234,816	D	
Common Stock, par value \$0.01 per share	06/02/2004		s		900	D	\$14.13	1,233,916	D	
Common Stock, par value \$0.01 per share	06/02/2004		s		100	D	\$14.14	1,233,816	D	
Common Stock, par value \$0.01 per share	06/02/2004		s		200	D	\$14.14	1,233,616	D	
Common Stock, par value \$0.01 per share	06/02/2004		s		400	D	\$14.15	1,233,216	D	
Common Stock, par value \$0.01 per share	06/02/2004		s		700	D	\$14.16	1,232,516	D	
Common Stock, par value \$0.01 per share	06/02/2004		s		200	D	\$14.4	1,232,316	D	
Common Stock, par value \$.01 per share	06/03/2004		s		1,900	D	\$14.1	1,230,416	D	
Common Stock, par value \$0.01 per share	06/03/2004		s		900	D	\$14.1	1,229,516	D	
Common Stock, par value \$0.01 per share	06/03/2004		s		100	D	\$14.11	1,229,416	D	
Common Stock, par value \$0.01 per share	06/03/2004		s		100	D	\$14.12	1,229,316	D	
Common Stock, par value \$0.01 per share	06/03/2004		s		400	D	\$14.13	1,228,916	D	
Common Stock, par value \$0.01 per share	06/03/2004		s		100	D	\$14.13	1,228,816	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)					

Explanation of Responses:

Remarks:

Lynne A. Burgess, Attorney-in-Fact 06/04/2004

\*\* Signature of Reporting Person 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.

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.

