

**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       |

|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><u>WEGNER DAVID K</u><br><br>(Last) (First) (Middle)<br><u>708 PINE HOLLOW DRIVE</u><br><br>(Street)<br><u>FRIENDSWOOD TX 77546</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>ASBURY AUTOMOTIVE GROUP INC [ NYSE: ABG ]</u> | 5. Relationship of Reporting Person(s) to Issuer (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>06/14/2004</u>                           |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)<br><u>06/15/2004</u>                   | 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 | 06/14/2004                           |  | S                              |   | 2,000   | D          | \$14.75 | 31,000 <sup>(1)</sup>   | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 1,000   | D          | \$14.5  | 30,000 <sup>(1)</sup>   | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 2,000   | D          | \$14.46 | 28,000 <sup>(1)</sup>   | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 1,000   | D          | \$14.4  | 27,000 <sup>(1)</sup>   | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 2,000   | D          | \$14.6  | 25,000 <sup>(1)</sup>   | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 700   | D          | \$14.5  | 24,300 <sup>(1)</sup>   | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 2,000   | D          | \$14.73 | 22,300 <sup>(1)</sup>   | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 1,000   | D          | \$14.6  | 21,300 <sup>(1)</sup>   | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 2,100   | D          | \$14.45 | 19,200 <sup>(1)</sup>   | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 1,000   | D          | \$14.4  | 18,200 <sup>(1)</sup>   | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 2,000   | D          | \$14.65 | 16,200 <sup>(1)</sup>   | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 900   | D          | \$14.41 | 15,300 <sup>(1)</sup>   | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 1,000   | D          | \$14.8  | 14,300 <sup>(1)</sup>   | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 1,000   | D          | \$14.65 | 13,300 <sup>(1)</sup>   | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 300   | D          | \$14.26 | 13,000 <sup>(1)</sup>   | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 1,500   | D          | \$14.45 | 11,500 <sup>(1)</sup>   | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 100   | D          | \$14.42 | 11,400 <sup>(1)</sup>   | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 2,000   | D          | \$14.7  | 9,400 <sup>(1)</sup>  | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 1,400   | D          | \$14.46 | 8,000 <sup>(1)</sup>  | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 1,000   | D          | \$14.27 | 7,000 <sup>(1)</sup>  | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 1,000   | D          | \$14.5  | 6,000 <sup>(1)</sup>  | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 1,000   | D          | \$14.5  | 5,000 <sup>(1)</sup>  | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 2,000   | D          | \$14.55 | 3,000 <sup>(1)</sup>  | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 1,000   | D          | \$14.46 | 2,000 <sup>(1)</sup>  | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 1,000   | D          | \$14.3  | 1,000 <sup>(1)</sup>  | D  |   |
| Common Stock, par value \$0.01 per share | 06/14/2004                           |  | S                              |   | 1,000   | D          | \$14.41 | 0 <sup>(1)</sup>  | 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) | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of 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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|--|--|--|--|---|--|
| <b>Explanation of Responses:</b><br>1. This Amendment is filed to correct the information set forth under the caption, "Amount of Securities Beneficially Owned Following Reported Transaction (s)". Sixteen transactions representing the sale of 11,000 shares occurring on June 10, 2004 had erroneously not been reported as of the date of the original filing of this Form 4. Therefore, the balances reported under this caption were incorrect, in each case, by overstating ownership by 11,000 shares. The balances set forth in this Amendment are correct. |  |                                      |  |                                |  |  |  |  |  |  |   |  |
| <b>Remarks:</b><br><div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"></div> <div style="width: 35%;">           Amount or Number of Shares<br/>           Lynne A. Burgess, Attorney-in-Fact<br/>           06/17/2004         </div> </div>   |  |                                      |  |                                |  |  |  |  |  |  |   |  |

\*\* 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.

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