

**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       |

|  |  |   |
|--|--|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>NALLEY C V III</u><br><br>(Last) (First) (Middle)<br><u>C/O NALLEY COMPANIES</u><br><u>87 WEST PACES FERRY ROAD</u><br><br>(Street)<br><u>ATLANTA GA 30305</u><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>ASBURY AUTOMOTIVE GROUP INC [</u><br><u>NYSE: ABG ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |
|  | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>07/20/2006</u>                                     |   |
|  | <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>  | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<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 | 07/20/2006                           |  | s                              |   | 1,000   | D          | \$20.05 | 778,764   | D  |   |
| Common stock, par value \$0.01 per share | 07/20/2006                           |  | s                              |   | 1,600   | D          | \$20.11 | 777,164   | D  |   |
| Common stock, par value \$0.01 per share | 07/20/2006                           |  | s                              |   | 3,100   | D          | \$20.14 | 774,064   | D  |   |
| Common stock, par value \$0.01 per share | 07/20/2006                           |  | s                              |   | 200   | D          | \$20.01 | 773,864   | D  |   |
| Common stock, par value \$0.01 per share | 07/20/2006                           |  | s                              |   | 2,700   | D          | \$20.19 | 771,164   | D  |   |
| Common stock, par value \$0.01 per share | 07/20/2006                           |  | s                              |   | 5,764   | D          | \$20.15 | 765,400   | D  |   |
| Common stock, par value \$0.01 per share | 07/20/2006                           |  | s                              |   | 1,900   | D          | \$20.09 | 763,500   | D  |   |
| Common stock, par value \$0.01 per share | 07/20/2006                           |  | s                              |   | 7,300   | D          | \$20.2  | 756,200   | D  |   |
| Common stock, par value \$0.01 per share | 07/20/2006                           |  | s                              |   | 5,300   | D          | \$20.16 | 750,900   | D  |   |
| Common stock, par value \$0.01 per share | 07/20/2006                           |  | s                              |   | 1,800   | D          | \$20.18 | 749,100   | D  |   |
| Common stock, par value \$0.01 per share | 07/20/2006                           |  | s                              |   | 2,200   | D          | \$20.1  | 746,900   | D  |   |
| Common stock, par value \$0.01 per share | 07/20/2006                           |  | s                              |   | 400   | D          | \$20.08 | 746,500   | D  |   |
| Common stock, par value \$0.01 per share | 07/20/2006                           |  | s                              |   | 100   | D          | \$20.27 | 746,400   | D  |   |
| Common stock, par value \$0.01 per share | 07/20/2006                           |  | s                              |   | 2,900   | D          | \$20.21 | 743,500   | D  |   |
| Common stock, par value \$0.01 per share | 07/20/2006                           |  | s                              |   | 700   | D          | \$20.17 | 742,800   | D  |   |
| Common stock, par value \$0.01 per share | 07/20/2006                           |  | s                              |   | 1,100   | D          | \$20.33 | 741,700   | D  |   |
| Common stock, par value \$0.01 per share | 07/20/2006                           |  | s                              |   | 1,000   | D          | \$20.26 | 740,700   | D  |   |
| Common stock, par value \$0.01 per share | 07/20/2006                           |  | s                              |   | 2,900   | D          | \$20.07 | 737,800   | D  |   |
| Common stock, par value \$0.01 per share | 07/20/2006                           |  | s                              |   | 1,800   | D          | \$20.13 | 736,000   | D  |   |
| Common stock, par value \$0.01 per share | 07/20/2006                           |  | s                              |   | 400   | D          | \$20.03 | 735,600   | D  |   |
| Common stock, par value \$0.01 per share | 07/20/2006                           |  | s                              |   | 2,100   | D          | \$20.22 | 733,500   | D  |   |
| Common stock, par value \$0.01 per share | 07/20/2006                           |  | s                              |   | 2,200   | D          | \$20.12 | 731,300   | D  |   |
| Common stock, par value \$0.01 per share | 07/20/2006                           |  | s                              |   | 400   | D          | \$20.06 | 730,900   | D  |   |
| Common stock, par value \$0.01 per share | 07/20/2006                           |  | s                              |   | 3,900   | D          | \$20.02 | 727,000   | D  |   |
| Common stock, par value \$0.01 per share | 07/20/2006                           |  | s                              |   | 100   | D          | \$20.3  | 726,900   | 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 (e.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year) | 5. Transaction Code (Instr. 8) | 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)    |  |
|---|--|--------------------------------------|--|--------------------------------|--|--|--|--|--|---|--|
| 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 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) |
| Explanation of Responses:   |  |                                      |  |                                |  |  |  |  |  |   |  |
| Remarks:  |  |                                      |  |                                |  |  |  |  |  |   |  |
| 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).                         |  |                                      |  |                                |  |  |  |  |  |   |  |

Lynne A. Burgess, Attorney-in-Fact  
 Signature of Reporting Person  
 Date 07/24/2006

\*\* 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.