

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>WOOLEY JEFF I</u> (Last) (First) (Middle) <u>4636 N. DALE MABRY HIGHWAY</u> (Street) <u>TAMPA FL 33614-7022</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ASBURY AUTOMOTIVE GROUP INC [NYSE: ABG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/31/2003</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)	3A. 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	10/31/2003		G		117,554	D	\$0	117,554 ⁽⁴⁾	I	JIW Fund I, LLC
Common Stock, par value \$.01 per share	10/31/2003		G		117,554	A	\$0	1,280,037	I	JIW Enterprises, Inc.

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				
Call Option (obligation to sell) ⁽²⁾	\$1	10/31/2003		G		117,554		(3)	(4)	Asbury Common Stock, par value \$.01 per share	117,554	\$0	0	D	

Explanation of Responses:

- Jeffrey I. Wooley could be deemed to be part of a group as defined in Section 13(d) of the Securities Exchange Act of 1934 that owns approximately 80% of the outstanding common stock of Asbury Automotive Group, Inc. based on voting arrangements in a shareholders agreement. Mr. Wooley expressly disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- The call options are options to purchase membership units in JIW Fund I, LLC. Each such membership unit shall represent the economic interest in one share of Asbury common stock.
- Options are exercisable on the earlier of a "liquidity event" as defined in the applicable Summary of Option Terms or October 31, 2013.
- Some options expire 15 years after the date awarded. Some options expire on the earlier of (a) 15 years after the date awarded and (b) the date of the termination of the holder's employment with Asbury (or its affiliates) for any reason other than by reason of death or disability.

Remarks:

Jeffrey I. Wooley 11/04/2003
 ** 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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