

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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* <b>DEALER GROUP LLC</b>  (Last) (First) (Middle) <b>C/O MORRIS GALEN, TONKEN TORP L.L.P.</b> <b>1600 PIONEER TOWER, 888 SW FIFTH AVE</b>  (Street) <b>PORTLAND</b> OR 97204  (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol <b>ASBURY AUTOMOTIVE GROUP INC [ NYSE: ABG ]</b>  3. Date of Earliest Transaction (Month/Day/Year) <b>05/12/2004</b>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
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)	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	05/12/2004		S		2,300	D	\$13.7	1,311,016	D	
Common Stock, par value \$0.01 per share	05/12/2004		S		600	D	\$13.71	1,310,416	D	
Common Stock, par value \$0.01 per share	05/12/2004		S		100	D	\$13.72	1,310,316	D	
Common Stock, par value \$0.01 per share	05/12/2004		S		800	D	\$13.74	1,309,516	D	
Common Stock, par value \$0.01 per share	05/12/2004		S		500	D	\$13.75	1,309,016	D	
Common Stock, par value \$0.01 per share	05/12/2004		S		700	D	\$13.76	1,308,316	D	
Common Stock, par value \$0.01 per share	05/12/2004		S		2,200	D	\$13.8	1,306,116	D	
Common Stock, par value \$0.01 per share	05/12/2004		S		1,800	D	\$13.81	1,304,316	D	
Common Stock, par value \$0.01 per share	05/12/2004		S		700	D	\$13.82	1,303,616	D	
Common Stock, par value \$0.01 per share	05/12/2004		S		100	D	\$13.85	1,303,516	D	
Common Stock, par value \$0.01 per share	05/12/2004		S		200	D	\$13.87	1,303,316	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)	Date Exercisable	Expiration Date					

Explanation of Responses:

Remarks:

Lynne A. Burgess, Attorney-in-Fact

05/13/2004

\*\* 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.

POWER OF ATTORNEY

I, Scott L.Thomason, as Manager of Dealer Group LLC, hereby appoint Lynne A. Burgess and Philip R. Johnson of Asbury Automotive Group, Inc. (the "Company"), and each of them, to execute on my behalf, Forms 4 and 5 (the "Form" or "Forms") in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, which shall be deemed to be the "Forms" for purposes of this Power of Attorney, and to

1. execute on my behalf, Forms 4 and 5 (the "Form" or "Forms") in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, which shall be deemed to be the "Forms" for purposes of this Power of Attorney, and to
2. perform any and all acts on my behalf which may be necessary or desirable to complete and execute any Form and timely file such Form with the United States Securities and Exchange Commission and any other governmental agency, and
3. take any other action in connection with the foregoing which, in the opinion of such attorneys-in-fact may be of benefit to, in the best interest of, or legally required to be taken by me.

I grant to the attorneys-in-fact full power and authority to do and perform any act necessary or proper to be done in the exercise of any of the rights and powers herein granted to me, and I acknowledge that the attorneys-in-fact, in serving in such capacity at my request, are not assuming, nor is the Company assuming, any of my responsibilities to comply with the provisions of the Securities Exchange Act of 1934 and the rules thereunder. This Power of Attorney shall remain in full force and effect until I am no longer required to file the Forms with respect to my holding of and transactions in securities of the Company.

DEALER GROUP LLC

By: /s/ Scott L. Thomason

Name: Scott L. Thomason

Title: Manager

Date: May 11, 2004

[[NYCORP:2270612v1:4674D:05/22/03--08:55 p]]

[Draft -- 5/22/03]

[[NYCORP:2270612v1:4674D:05/22/03--08:55 p]]