

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<div>1. Name and Address of Reporting Person*</div> <div><u>FS EQUITY PARTNERS IV LP</u></div> <div>(Last) (First) (Middle)</div> <div><u>C/O FREEMAN SPOGLI & CO.</u></div> <div><u>11100 SANTA MONICA BLVD, SUITE 1900</u></div> <div>(Street)</div> <div><u>LOS ANGELES CA 90025</u></div> <div>(City) (State) (Zip)</div>	<div>2. Issuer Name and Ticker or Trading Symbol</div> <div><u>ASBURY AUTOMOTIVE GROUP INC [</u></div> <div><u>NYSE: ABG]</u></div> <div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div><u>04/10/2007</u></div> <div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div> <div><u>04/12/2007</u></div>	<div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div>Director <input checked="" type="checkbox"/> 10% Owner</div> <div>Officer (give title below) Other (specify below)</div> <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div><input type="checkbox"/> Form filed by More than One Reporting Person</div>
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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 \$.01 per share	04/10/2007		S		1,125,276	D	\$27.37 ⁽¹⁾	2,206,771 ⁽³⁾⁽⁴⁾	D	
Common stock, par value \$.01 per share	04/10/2007		S		71,965	D	\$27.37 ⁽¹⁾⁽²⁾	141,131	I	By FS Asbury Inc. ⁽⁵⁾

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		Date Exercisable	Expiration Date					

<div>1. Name and Address of Reporting Person*</div> <div><u>FS EQUITY PARTNERS IV LP</u></div> <div>(Last) (First) (Middle)</div> <div><u>C/O FREEMAN SPOGLI & CO.</u></div> <div><u>11100 SANTA MONICA BLVD, SUITE 1900</u></div> <div>(Street)</div> <div><u>LOS ANGELES CA 90025</u></div> <div>(City) (State) (Zip)</div>	<div>1. Name and Address of Reporting Person*</div> <div><u>FS CAPITAL PARTNERS LLC</u></div> <div>(Last) (First) (Middle)</div> <div><u>C/O FREEMAN SPOGLI & CO.</u></div> <div><u>11100 SANTA MONICA, BLVD., SUITE 1900</u></div> <div>(Street)</div> <div><u>LOS ANGELES CA 20025</u></div> <div>(City) (State) (Zip)</div>
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Explanation of Responses:

1. The shares were sold in an underwritten offering to the public at a price of \$27.37 per share.
2. This Form 4/A is being filed to correct a typo in the original Form 4, which stated that the sales price of the shares was \$23.73. The correct sales price is \$27.37.

3. FS Equity Partners IV, L.P., a Delaware limited partnership (the "Partnership") sold these shares with other affiliates and affiliated funds of Freeman Spogli & Co. in the underwritten offering. FS Capital Partners, L.L.C., a California limited liability company (the "General Partner"), is the sole general partner of the Partnership. The General Partner disclaims beneficial ownership of the shares held by the Partnership, except to the extent of its pecuniary interest therein.

4. John M. Roth is a director of the Issuer. Mr. Roth is a member and director of the General Partner. Mr. Roth disclaims beneficial ownership of the shares held by the General Partner, except to the extent of his indirect pecuniary interests therein.

5. FS Asbury Inc., a Delaware corporation ("FS Asbury"), sold these shares with other funds affiliated with Freeman Spogli & Co. The Partnership is the sole stockholder of FS Asbury and beneficially owns all of the Issuer's shares held by FS Asbury.

Remarks:

Lynne A. Burgess, Attorney-in-Fact 04/13/2007

** 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.