

FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

Ripplewood Investments L.L.C.

(Last) (First) (Middle)

One Rockefeller Plaza, 32nd Floor

(Street)

New York NY 10020

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)

3/13/02

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

Asbury Automotive Group, Inc. [NYSE:ABG]

5. Relationship of Reporting Person to Issuer
(Check all applicable)

Director 10% Owner

Officer (give title below) Other (specify below)

6. If Amendment, Date of Original (Month/Day/Year)

7. Individual or Joint/Group Filing (Check applicable line)

Form Filed by One Reporting Person

Form Filed by More than One Reporting Person

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Table I -- Non-Derivative Securities Beneficially Owned
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1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	8,954,900 shares of Common Stock	Direct (D)	by Asbury Automotive Holdings L.L.C. (1)

(1) Ripplewood Investments L.L.C. (formerly known as Ripplewood Holdings L.L.C.) is the owner of 51% of the membership interests of Asbury Automotive Holdings and is deemed to be a member of a group that owns the shares of Asbury Automotive Holdings.

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 5(b)(v).

