SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported):
July 29, 2004

Asbury Automotive Group, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

5511	01-0609375
(Commission File Number)	(IRS Employer Identification No.)

622 Third Avenue, 37th Floor, New York, NY	10017
(Address of principal executive offices)	(Zip Code)

(212) 885-2500
(Registrant's telephone number, including area code)

None
(Former name or former address, if changed since last report)

Item 5. Other Events and Regulation FD Disclosure

The registrant hereby files the press release identified under Item 12, and attached hereto as Exhibit 99.1.

Item 7. Financial Statements and Exhibits.

(c) Exhibits

Exhibit No.	Description
99.1	Press Release dated July 29, 2004.

Item 12. Results of Operations and Financial Condition

The registrant issued a press release on July 29, 2004, announcing its financial results for the quarter ended June 30, 2004, which press release is attached hereto as Exhibit 99.1.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ASBURY AUTOMOTIVE GROUP, INC.

Date: July 29, 2004

By: /s/ Kenneth B. Gilman

Name: Kenneth B. Gilman
Title: President and Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated July 29, 2004

Investors May Contact:
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Asbury Automotive Group Reports Second Quarter Financial Results

New York, NY, July 29, 2004 - Asbury Automotive Group, Inc. (NYSE: ABG), one of the largest automotive retail and service companies in the U.S., today reported financial results for the quarter ended June 30, 2004.

Net income from continuing operations increased 6.6 percent to $15.2 million, or $0.47 per share, from $14.2 million, or $0.44 per share, for the second quarter of 2003. Net income increased 20.2 percent to $14.7 million, or $0.45 per share, from $12.3 million, or $0.38 per share, in the prior year period. For the first six months of the year, net income from continuing operations increased 15.4 percent to $25.9 million, or $0.79 per share, from $22.4 million, or $0.68 per share, a year ago. Net income for the first half of the year increased 29.6 percent to $25.1 million, or $0.77 per share, from $19.4 million, or $0.59 per share, in the prior year period.

The Company noted that net income for the quarter was affected by a severe hailstorm at its St. Louis platform, which adversely impacted earnings by approximately $0.02 per share.

Other financial highlights for the second quarter of 2004, as compared to the prior year period, included:

- Total revenues for the quarter were approximately $1.4 billion, up 13.0 percent. Total gross profit was $211.3 million, up 12.2 percent.
- Same-store retail revenue (excluding fleet and wholesale business) increased 1.3 percent to $1.2 billion, while same-store retail gross profit rose 1.7 percent to $191.5 million.
- New vehicle retail revenue increased 14.2 percent (2.8 percent same-store), and unit sales increased 11.2 percent (flat on a same-store basis). New vehicle retail gross profit increased 9.1 percent (down 3.8 percent same-store).
- Used vehicle retail revenue increased 4.6 percent (down 5.1 percent same-store), and unit sales increased 3.8 percent (down 4.2 percent same-store). Used vehicle retail gross profit increased 7.4 percent (down 1.5 percent same-store).
- Parts, service and collision repair revenues and gross profit increased 13.8 percent and 14.3 percent (2.7 and 3.9 percent same-store), respectively. The Company attributed the solid performance of its fixed operations during the quarter to an increase in its "customer pay" and warranty parts and service businesses, collectively up approximately 9 percent on a same-store basis, which were partially offset by lower increases in wholesale parts and outsourced service sales and a 15 percent reduction in body shop business, which was boosted a year ago in the wake of a major hailstorm in Texas.
- Net finance and insurance (F&I) revenue rose 17.3 percent (8.6 percent same-store). F&I per vehicle retailed (PVR) increased 8.2 percent to $875, and platform F&I PVR rose 3.0 percent to $833.
- As a percentage of gross profit, selling, general and administrative (SG&A) expenses for the quarter were 78.8 percent, compared to 77.3 percent in the prior year period. The Company cited an incremental $1.1 million of same-store advertising expense, as well as start-up costs associated with new dealership locations and its entrance into the Southern California market, for the year over year increase in its expense ratio.
- The Company's effective tax rate for the quarter was 36.8 percent, compared to 39.8 percent in the prior year quarter. For the year, the Company expects its effective tax rate to be between 37 and 37.5 percent, which compares to 38.0 percent in 2003 after adjusting for the impact of an impairment charge.
- In early July 2004, the Company entered into a sale-leaseback transaction, pursuant to which it sold certain land and buildings with a net book value of $100.6 million to an unaffiliated third party for $116.0 million and entered into long-term operating leases for the related facilities. The proceeds were used, in part, to repay the $63.7 million of related mortgage debt.

President and CEO Kenneth B. Gilman commented, "We are pleased with the way our business model performed during the quarter, with solid overall gross profit production despite lower-than-expected vehicles sales, especially in June. Our service businesses again performed particularly well, with strong increases in income from both F&I and fixed operations - especially the customer pay and warranty portion of our business. The steady growth in these businesses has effectively offset challenges we faced in new and used vehicle sales, and enabled us to produce nearly a two percent increase in same-store retail gross profit for the quarter."

J. Gordon Smith, Senior Vice President and CFO, stated, "So far this year we have achieved a 15 percent increase in income from continuing operations, in line with our business model. However, our SG&A expenses as a percent of gross profit rose approximately 150 basis points during the quarter due to several management decisions designed to grow the business. Our actions included a step up in advertising spending in an effort to sustain market share, as well as our strategic entrance into the Southern California market. Additionally, we incurred start-up costs related to the opening of several large volume stores, including one of the largest Honda dealerships in the country, as well as the largest Lexus dealership in the Southeast."

Mr. Smith continued, "We did notice that the volatility of vehicle sales during the quarter put a strain on our cost structure. Variable expenses simply did not adjust as we would have liked them to in some of our dealerships, and as a result we did not get the productivity we were looking for. With a bit more work in this area, we could certainly deliver more to the bottom line."

Commenting on guidance for 2004, the Company said it is comfortable with the average range of analysts' earnings expectations for the full year of between $1.70 and $1.75 per share. Factored into the range of expectations for the remainder of the year are anticipated reductions in gross profit of up to $1.5 million at the Company's St. Louis platform as it sells through the balance of the vehicles that sustained substantial damage during the hailstorm.

Mr. Gilman said, "Based on performance through the first half of the year, as well as expectations for the remainder of the year, we see no reason to adjust our forecast due to a lackluster June. We are working under the assumption that the onset of additional manufacturer incentives in July, as well as the continued strengthening in the economy, will drive additional traffic into our dealerships.

"Our growth model calls for 15 percent annual earnings growth, with half of that driven organically by the services side of the business, and the other half fueled by acquisitions. The business model continues to perform, as we posted double-digit earnings growth during the first half of the year despite the difficult retail sales environment," concluded Mr. Gilman.

The Company also noted that during the second quarter it acquired three dealerships, Nissan, Honda and Dodge franchises in southern California, with annualized revenues of approximately $145 million. On a year-to-date basis, the Company has acquired dealerships that represent approximately $315 million of annualized revenues, within its previously targeted range of $300 million to $500 million for the full year.

Asbury will host a conference call to discuss its 2004 second quarter results this morning at 11:00 a.m. Eastern Time. The call will be simulcast live on the Internet and can be accessed by logging onto http://www.asburyauto.com or http://www.ccbn.com. In addition, a live audio of the call will be accessible to the public by calling 800-381-2652; international callers, please dial 312-461-0745; no access code is required.

A conference call replay will be available two hours following the call for 14 days and can be accessed by calling 888-203-1112 (domestic), or 719-457-0820 (international); access code 510025.

About Asbury Automotive Group

Asbury Automotive Group, Inc., headquartered in New York City, is one of the largest automobile retailers in the U.S., with 2003 revenues of $4.8 billion. Built through a combination of organic growth and a series of strategic acquisitions, Asbury now operates through nine geographically concentrated, individually branded "platforms." These platforms currently operate 100 retail auto stores, encompassing 139 franchises for the sale and servicing of 34 different brands of American, European and Asian automobiles. Asbury believes that its product mix contains a higher proportion of the more desirable luxury and mid-line import brands than most public automotive retailers. The Company offers customers an extensive range of automotive products and services, including new and used vehicle sales and related financing and insurance, vehicle maintenance and repair services, replacement parts and service contracts.

Forward Looking Statements

This press release contains "forward-looking statements" as that term is defined in the Private Securities Litigation Reform Act of 1995. The forward-looking statements include statements relating to goals, plans, projections and guidance regarding the Company's financial position, results of operations, market position, product development, pending and potential future acquisitions and business strategy. These statements are based on management's current expectations and involve significant risks and uncertainties that may cause results to differ materially from those set forth in the statements. These risks and uncertainties include, among other things, market factors, the Company's relationships with vehicle manufacturers and other suppliers which could cause, among other things, acquisitions under contract or letters of intent to fail, risks associated with the Company's substantial indebtedness, risks related to pending and potential future acquisitions, general economic conditions both nationally and locally and governmental regulations and legislation. There can be no guarantees that the Company's plans for future operations will be successfully implemented or that they will prove to be commercially successful. These and other risk factors are discussed in the Company's annual report on Form 10-K and in its other filings with the Securities and Exchange Commission. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

ASBURY AUTOMOTIVE GROUP, INC.
CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except per share data)
(Unaudited)

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2004	June 30, 2003	June 30, 2004	June 30, 2003
REVENUES:				
New vehicle	$ 861,798	$ 755,097	$ 1,586,166	$ 1,379,172
Used vehicle	335,136	306,771	652,470	593,803
Parts, service and collision repair	155,235	136,381	302,323	263,640
Finance and insurance, net	39,015	33,249	71,831	61,714
Total revenues	1,391,184	1,231,498	2,612,790	2,298,329
COST OF SALES:				
New vehicle	800,257	699,072	1,471,068	1,276,228
Used vehicle	306,544	279,600	595,752	539,085
Parts, service and collision repair	73,034	64,459	143,978	124,645
Total cost of sales	1,179,835	1,043,131	2,210,798	1,939,958
GROSS PROFIT	211,349	188,367	401,992	358,371
OPERATING EXPENSES:				
Selling, general and administrative	166,574	145,593	319,934	282,426
Depreciation and amortization	5,407	4,985	10,543	9,722
Income from operations	39,368	37,789	71,515	66,223
OTHER INCOME (EXPENSE):				
Floor plan interest expense	(5,434)	(4,799)	(10,206)	(9,022)
Other interest expense	(10,189)	(9,996)	(20,512)	(19,950)
Interest income	112	80	387	260
Loss on sale of assets	(100)	(47)	(142)	(338)
Other income, net	261	637	101	88
Total other expense, net	(15,350)	(14,125)	(30,372)	(28,962)
Income from continuing operations before income taxes and discontinued operations	24,018	23,664	41,143	37,261
INCOME TAX EXPENSE	8,830	9,418	15,252	14,830
Net income from continuing operations	15,188	14,246	25,891	22,431
DISCONTINUED OPERATIONS, net of tax	(440)	(1,973)	(779)	(3,061)
Net income	$ 14,748	$ 12,273	$ 25,112	$ 19,370
EARNINGS PER COMMON SHARE (basic and diluted):				
Continuing operations	$ 0.47	$ 0.44	$ 0.79	$ 0.68
Discontinued operations	(0.02)	(0.06)	(0.02)	(0.09)
Net income	$ 0.45	$ 0.38	$ 0.77	$ 0.59
WEIGHTED AVERAGE SHARES OUTSTANDING:				
Basic	32,470	32,701	32,452	32,876
Diluted	32,656	32,714	32,688	32,881

ASBURY AUTOMOTIVE GROUP, INC.
SELECTED DATA
(In thousands, except vehicle and per vehicle data)
(Unaudited)

	As Reported For the Three Months Ended June 30,				Same Store For the Three Months Ended June 30,			
	2004		2003		2004		2003	
RETAIL VEHICLES SOLD:								
New units	28,538	64.0%	25,669	62.4%	25,661	63.4%	25,669	62.4%
Used units	16,033	36.0	15,448	37.6	14,806	36.6	15,448	37.6
Total units	44,571	100.0%	41,117	100.0%	40,467	100.0%	41,117	100.0%
REVENUE:								
New retail	$ 843,681	60.6%	$ 738,921	60.0%	$ 759,322	60.4%	$ 738,921	60.0%
Used retail	248,841	17.9	237,884	19.3	225,843	18.0	237,884	19.3
Parts, service and collision repair	155,235	11.2	136,381	11.1	140,025	11.1	136,381	11.1
Finance and insurance, net	39,015	2.8	33,249	2.7	36,095	2.9	33,249	2.7
Total retail revenue	1,286,772		1,146,435		1,161,285		1,146,435	
Fleet	18,117	1.3	16,176	1.3	17,882	1.4	16,176	1.3
Wholesale	86,295	6.2	68,887	5.6	77,623	6.2	68,887	5.6
Total revenue	$ 1,391,184	100.0%	$ 1,231,498	100.0%	$ 1,256,790	100.0%	$ 1,231,498	100.0%
GROSS PROFIT:								
New retail	$ 60,870	28.8%	$ 55,797	29.6%	$ 53,652	28.0%	$ 55,797	29.6%
Used retail	29,429	13.9	27,393	14.5	26,969	14.1	27,393	14.5
Parts, service and collision repair	82,201	38.9	71,922	38.2	74,762	39.1	71,922	38.2
Finance and insurance, net	39,015	18.5	33,249	17.7	36,095	18.9	33,249	17.7
Total retail gross profit ...	211,515		188,361		191,478		188,361	
Fleet	671	0.3	228	0.1	671	0.3	228	0.1
Wholesale	(837)	(0.4)	(222)	(0.1)	(824)	(0.4)	(222)	(0.1)
Total gross profit	$ 211,349	100.0%	$ 188,367	100.0%	$ 191,325	100.0%	$ 188,367	100.0%
Selling, general and administrative expense	166,574		145,593		150,417		145,593	
SG&A as a percent of gross profit	78.8%		77.3%		78.6%		77.3%	
GROSS PROFIT PER VEHICLE RETAILED:								
New retail (including floor plan interest credits)	$ 2,133		$ 2,174		$ 2,091		$ 2,174	
Used retail	1,836		1,773		1,821		1,773	
Finance and insurance, net	875		809		892		809	
Platform finance and insurance, net	833		809		845		809	

	As of June 30, 2004	As of December 31, 2003
BALANCE SHEET HIGHLIGHTS:		
Cash and cash equivalents	$ 14,879	$ 106,711
Inventories	746,284	650,397
Total current assets	1,187,188	1,041,542
Floor plan notes payable	673,202	602,167
Total current liabilities	933,129	781,758
CAPITALIZATION:		
Long-term debt (including current portion)	$ 531,497	$ 592,378
Shareholders' equity	455,591	433,707
Total	$ 987,088	$1,026,085

ASBURY AUTOMOTIVE GROUP, INC.

SELECTED DATA
(In thousands, except vehicle and per vehicle data)
(Unaudited)

	As Reported For the Six Months Ended June 30,				Same Store For the Six Months Ended June 30,			
	2004		2003		2004		2003	
RETAIL VEHICLES SOLD:								
New units	52,361	62.2%	47,385	61.1%	47,411	61.8%	47,385	61.1%
Used units	31,808	37.8	30,183	38.9	29,339	38.2	30,183	38.9
Total units	84,169	100.0%	77,568	100.0%	76,750	100.0%	77,568	100.0%
REVENUE:								
New retail	$ 1,553,183	59.4	$ 1,349,562	58.7	$ 1,406,109	59.3%	$ 1,349,562	58.7%
Used retail	487,923	18.7	461,376	20.1	442,152	18.7	461,376	20.1
Parts, service and collision repair	302,323	11.6	263,640	11.5	273,873	11.5	263,640	11.5
Finance and insurance, net	71,831	2.7	61,714	2.7	66,753	2.8	61,714	2.7
Total retail revenue	2,415,260		2,136,292		2,188,887		2,136,292	
Fleet	32,983	1.3	29,610	1.3	32,748	1.4	29,610	1.3
Wholesale	164,547	6.3	132,427	5.7	148,808	6.3	132,427	5.7
Total revenue	$ 2,612,790	100.0%	$ 2,298,329	100.0%	$ 2,370,443	100.0%	$ 2,298,329	100.0%
GROSS PROFIT:								
New retail	$ 114,053	28.3%	$ 102,364	28.5%	$ 101,517	27.8%	$ 102,364	28.5%
Used retail	58,063	14.4	54,658	15.3	53,122	14.5	54,658	15.3
Parts, service and collision repair	158,345	39.4	138,995	38.8	144,132	39.4	138,995	38.8
Finance and insurance, net	71,831	17.9	61,714	17.2	66,753	18.3	61,714	17.2
Total retail gross profit	402,292		357,731		365,524		357,731	
Fleet	1,045	0.3	580	0.2	1,044	0.3	580	0.2
Wholesale	(1,345)	(0.3)	60	0.0	(1,266)	(0.3)	60	0.0
Total gross profit	$ 401,992	100.0%	$ 358,371	100.0%	$ 365,302	100.0%	$ 358,371	100.0%
Selling, general and administrative expense	319,934		282,426		290,485		282,426	
SG&A as a percent of gross profit	79.6%		78.8%		79.5%		78.8%	
GROSS PROFIT PER VEHICLE RETAILED:								
New retail (including floor plan interest credits)	$ 2,178		$ 2,160		$ 2,141		$ 2,160	
Used retail	1,825		1,811		1,811		1,811	
Finance and insurance, net	853		796		870		796	
Platform finance and insurance, net	816		796		829		796	

ASBURY AUTOMOTIVE GROUP, INC.
SUPPLEMENTAL DISCLOSURES REGARDING NON-GAAP FINANCIAL INFORMATION
(In thousands, except vehicle data)
(Unaudited)

We evaluate our finance and insurance gross profit performance on a per vehicle retailed basis by dividing our total finance and insurance gross profit by the number of retail vehicles sold. During 2003, we renegotiated a contract with one of our third party finance and insurance product providers, which resulted in the recognition of income that was not attributable to retail vehicles sold during the year. We believe that platform finance and insurance, which excludes the additional revenue derived from contracts negotiated by our corporate office, provides a more accurate measure of our finance and insurance operating performance. The following table reconciles finance and insurance gross profit to platform finance and insurance gross profit, and provides necessary components to calculate platform finance and insurance gross profit per vehicle retailed.

	As Reported For the Three Months Ended June 30,		Same Store For the Three Months Ended June 30,	
	2004	2003	2004	2003
RECONCILIATION OF FINANCE AND INSURANCE GROSS PROFIT TO PLATFORM FINANCE AND INSURANCE:				
Finance and insurance, net	$ 39,015	$ 33,249	$ 36,095	$ 33,249
Less: corporate finance and insurance	(1,906)	--	(1,906)	--
Platform finance and insurance, net	$ 37,109	$ 33,249	$ 34,189	$ 33,249
RETAIL VEHICLES SOLD:				
New retail units	28,538	25,669	25,661	25,669
Used retail units	16,033	15,448	14,806	15,448
Total units	44,571	41,117	40,467	41,117

	As Reported For the Six Months Ended June 30,		Same Store For the Six Months Ended June 30,	
	2004	2003	2004	2003
RECONCILIATION OF FINANCE AND INSURANCE GROSS PROFIT TO PLATFORM FINANCE AND INSURANCE:				
Finance and insurance, net	$ 71,831	$ 61,714	$ 66,753	$ 61,714
Less: corporate finance and insurance	(3,149)	--	(3,149)	--
Platform finance and insurance, net	$ 68,682	$ 61,714	$ 63,604	$ 61,714
RETAIL VEHICLES SOLD:				
New retail units	$ 52,361	$ 47,385	$ 47,411	$ 47,385
Used retail units	31,808	30,183	29,339	30,183
Total units	$ 84,169	$ 77,568	$ 76,750	$ 77,568

We define adjusted EBITDA as net income before other interest expense, income tax expense and depreciation and amortization expense. This definition of adjusted EBITDA may not be comparable to similarly titled measures of other companies. Adjusted EBITDA is not a measure of financial performance under accounting principles generally accepted in the United States. We believe adjusted EBITDA provides a basis to measure our operating performance, apart from the expenses associated with our physical plant or capital structure. Adjusted EBITDA should not be considered in isolation or as a substitute for operating income, cash flow from operating activities or other measures of performance defined by accounting principles generally accepted in the United States. A reconciliation of adjusted EBITDA is presented below.

	As Reported For the Three Months Ended June 30,	As Reported For the Three Months Ended June 30,	As Reported For the Six Months Ended June 30,	As Reported For the Six Months Ended June 30,
	2004	2003	2004	2003

RECONCILIATION OF NET INCOME TO ADJUSTED EBITDA:				
Net income	$ 14,748	$ 12,273	$ 25,112	$ 19,370
Add:				
Other interest expense	10,189	9,996	20,512	19,950
Income tax expense	8,830	9,418	15,252	14,830
Depreciation and amortization	5,407	4,985	10,543	9,722
Adjusted EBITDA	$ 39,174	$ 36,672	$ 71,419	$ 63,872