

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. ___)*

ASBURY AUTOMOTIVE GROUP, INC.

(Name of Issuer)

COMMON STOCK (PAR VALUE \$.01 PER SHARE)

(Title of Class of Securities)

043436104

(CUSIP Number)

DECEMBER 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 043436104

13G

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ASBURY AUTOMOTIVE HOLDINGS L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF
SHARES

0

BENEFICIALLY

6. SHARED VOTING POWER

26,270,932

OWNED BY

7. SOLE DISPOSITIVE POWER

17,550,743

EACH

REPORTING

PERSON

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,550,743

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

8,720,189*

[x]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

51.9%

12. TYPE OF REPORTING PERSON

C0

*Asbury Automotive Holdings L.L.C. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

RIPPLEWOOD INVESTMENTS L.L.C.
(FORMERLY KNOWN AS RIPPLEWOOD HOLDINGS L.L.C.)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF 0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

26,270,932

OWNED BY

7. SOLE DISPOSITIVE POWER

EACH

REPORTING

8,954,900

PERSON

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,954,900

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

8,720,189*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

26.5%

12. TYPE OF REPORTING PERSON

00

* Ripplewood Investments L.L.C. is the owner of approximately 51% of the membership interests of Asbury Automotive Holdings L.L.C. Ripplewood Investments L.L.C. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all parties to the Shareholders Agreement identified in Item 8 below, except to the extent of its pecuniary interest therein.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

COLLINS FAMILY PARTNERS, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF 0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

26,270,932

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

8,954,900

PERSON

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,954,900

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

8,720,189*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

26.5%

12. TYPE OF REPORTING PERSON

CO

* Collins Family Partners expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all parties to the Shareholders Agreement identified in Item 8 below, except to the extent of its pecuniary interest therein.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

TIMOTHY C. COLLINS

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF 0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

26,270,932

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

8,954,900

PERSON

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,954,900

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

8,720,189*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

26.5%

12. TYPE OF REPORTING PERSON

IN

* Timothy C. Collins expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all parties to the Shareholders Agreement identified in Item 8 below, except to the extent of his pecuniary interest therein.

CUSIP NO. 043436104

13G

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

C.V. NALLEY, III

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

GEORGIA

5. SOLE VOTING POWER

NUMBER OF 0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

26,270,932

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

1,360,759

PERSON

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,360,759

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

24,910,173*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.0%

12. TYPE OF REPORTING PERSON

CO

* C.V Nalley, III expressly disclaims beneficial ownership of the shares of
Asbury Automotive Group, Inc. beneficially owned by all other parties to the
Shareholders Agreement identified in Item 8 below.

1. NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 THOMAS F. MCLARTY III

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) [x]
 (b) [-]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
 USA

5. SOLE VOTING POWER
 NUMBER OF 0
 SHARES

6. SHARED VOTING POWER
 BENEFICIALLY 26,270,932
 OWNED BY

7. SOLE DISPOSITIVE POWER
 EACH 454,114
 REPORTING

8. SHARED DISPOSITIVE POWER
 PERSON WITH 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 454,114

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
 25,818,818* [x]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 1.3%

12. TYPE OF REPORTING PERSON
 IN

* Thomas F. McLarty III expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

1. NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 LUTHER COGGIN

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) [x]
 (b) [_]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
 USA

	5. SOLE VOTING POWER
NUMBER OF	0
SHARES	
BENEFICIALLY	6. SHARED VOTING POWER
OWNED BY	26,270,932
EACH	7. SOLE DISPOSITIVE POWER
REPORTING	461,421
PERSON	
WITH	8. SHARED DISPOSITIVE POWER
	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 461,421

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
 25,809,511* [x]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 1.4%

12. TYPE OF REPORTING PERSON
 IN

* Luther Coggin individually holds 353,016 shares of Asbury Automotive Group, Inc. Luther Coggin acts as Trustee for the Tracye C. Hawkins 1999 Att Trust, the Christy C. Hayden 1999 Att Trust and the Cindy C. Coggin 1999 Att Trust, which each hold 36,135 shares of Asbury Automotive Group, Inc. Luther Coggin expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

TRACYE C. HAWKINS 1999 ATT TRUST

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

FLORIDA

5. SOLE VOTING POWER

NUMBER OF 0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

26,270,932

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

36,135

PERSON

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,135

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

26,234,797*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12. TYPE OF REPORTING PERSON

00

* Tracye C. Hawkins 1999 Att Trust expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104

13G

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

CHRISTY C. HAYDEN 1999 ATT TRUST

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

FLORIDA

5. SOLE VOTING POWER

NUMBER OF 0

SHARES

BENEFICIALLY

6. SHARED VOTING POWER

26,270,932

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING 36,135

PERSON

WITH

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,135

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

26,234,797*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12. TYPE OF REPORTING PERSON

00

* Christy C. Hayden 1999 Att Trust expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104

13G

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

CINDY C. COGGIN 1999 ATT TRUST

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

5. SOLE VOTING POWER

NUMBER OF 0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

26,270,932

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

36,135

PERSON

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,135

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

26,234,797*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12. TYPE OF REPORTING PERSON

00

* Cindy C. Coggin 1999 Att Trust expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY THE
ENTIRETIES

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

NUMBER OF 0

SHARES

BENEFICIALLY 6. SHARED VOTING POWER

26,270,932

OWNED BY

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 134,870

PERSON

8. SHARED DISPOSITIVE POWER

WITH 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

134,870

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

26,136,062*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.4%

12. TYPE OF REPORTING PERSON

00

* Charlie (C.B.) Tomm and Anita DeSaussure Tomm, Tenants by the Entireties, expressly disclaim beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104

13G

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

CNC AUTOMOTIVE, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

NORTH CAROLINA

5. SOLE VOTING POWER

NUMBER OF 0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

26,270,932

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

225,845

PERSON

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

225,845

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

26,045,087*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.7%

12. TYPE OF REPORTING PERSON

00

* CNC Automotive, LLC expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104

13G

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

JOHN R. CAPPS

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

NUMBER OF 0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

26,270,932

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

538,972

PERSON

WITH

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

538,972

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

25,731,960*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.6%

12. TYPE OF REPORTING PERSON

IN

* John R. Capps expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104

13G

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

JIW ENTERPRISES IRREVOCABLE TRUST OF 2002

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER
NUMBER OF 0
SHARES

6. SHARED VOTING POWER
BENEFICIALLY 26,270,932
OWNED BY

7. SOLE DISPOSITIVE POWER
EACH 1,397,591
REPORTING
PERSON

8. SHARED DISPOSITIVE POWER
WITH 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,397,591

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

24,873,341*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.2%

12. TYPE OF REPORTING PERSON

00

* JIW Enterprises Irrevocable Trust of 2002 expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
DMCD AUTOS IRVING, INC.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) [x]
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
TEXAS

	5. SOLE VOTING POWER
NUMBER OF	0
SHARES	
BENEFICIALLY	6. SHARED VOTING POWER
OWNED BY	26,270,932
EACH	7. SOLE DISPOSITIVE POWER
REPORTING	754,867
PERSON	8. SHARED DISPOSITIVE POWER
WITH	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
754,867

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
25,516,065* [x]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
2.2%

12. TYPE OF REPORTING PERSON
CO

* DMCD Autos Irving, Inc. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104

13G

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DMCD AUTOS HOUSTON, INC.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

5. SOLE VOTING POWER

NUMBER OF 0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

26,270,932

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

320,226

PERSON

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

320,226

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

25,950,706*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.0%

12. TYPE OF REPORTING PERSON

CO

* DMCD Autos Houston, Inc. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DAVID MCDAVID, SR.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

	5. SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0
	6. SHARED VOTING POWER
	26,270,932
	7. SOLE DISPOSITIVE POWER
	1,075,093
	8. SHARED DISPOSITIVE POWER
	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,075,093

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

25,195,839*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.2%

12. TYPE OF REPORTING PERSON

CO

* David McDavid, Sr. is the 100% owner of DMCD Autos Irving, Inc. and 52% owner of DMCD Autos Houston, Inc. David McDavid Sr. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104

13G

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

JAMES TORDA

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

NUMBER OF 0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

26,270,932

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

76,835

PERSON

WITH

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

76,835

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

26,194,097*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%

12. TYPE OF REPORTING PERSON

IN

* James Torda expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DAVE WEGNER

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

NUMBER OF 0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

26,270,932

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

76,835

PERSON

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

76,835

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

26,194,097*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%

12. TYPE OF REPORTING PERSON

IN

* Dave Wegner expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104

13G

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

CHILDS & ASSOCIATES INC.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

NORTH CAROLINA

5. SOLE VOTING POWER

NUMBER OF 0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

26,270,932

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

152,930

PERSON

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

152,930

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

26,118,002*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.5%

12. TYPE OF REPORTING PERSON

CO

* Childs & Associates Inc. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ROBERT E. GRAY

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

NUMBER OF 0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

26,270,932

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

329,378

PERSON

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

329,378

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

25,941,554*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.0%

12. TYPE OF REPORTING PERSON

IN

* Robert E. Gray expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GIBSON FAMILY PARTNERSHIP, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

PENNSYLVANIA

5. SOLE VOTING POWER

NUMBER OF 0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

26,270,932

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

45,840

PERSON

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

45,840

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

26,225,092*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12. TYPE OF REPORTING PERSON

PN

* Gibson Family Partnership, L.P. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ROBERT DENNIS

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

NUMBER OF 0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

26,270,932

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

23,917

PERSON

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,917

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

26,247,015*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.07%

12. TYPE OF REPORTING PERSON

IN

* Robert Dennis expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104

13G

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

THOMAS F. GILMAN

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

NUMBER OF 0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY 26,270,932

OWNED BY

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 38,567

PERSON

8. SHARED DISPOSITIVE POWER

WITH 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

38,567

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

26,232,365*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12. TYPE OF REPORTING PERSON

IN

* Thomas F. Gilman expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104

13G

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

THOMAS G. MCCOLLUM

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

NUMBER OF 0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY 26,270,932

OWNED BY

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 23,140

PERSON

8. SHARED DISPOSITIVE POWER

WITH 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,140

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

26,247,792*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.06%

12. TYPE OF REPORTING PERSON

IN

* Thomas G. McCollum expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

Item 1(a). Name of Issuer:
ASBURY AUTOMOTIVE GROUP, INC.

Item 1(b). Address of Issuer's Principal Executive Offices:
3 LANDMARK SQUARE
SUITE 500
STAMFORD, CT 06901

Item 2(a). Name of Persons Filing:
ASBURY AUTOMOTIVE HOLDINGS L.L.C.
RIPPLEWOOD INVESTMENTS L.L.C.
COLLINS FAMILY PARTNERS, L.P.
TIMOTHY C. COLLINS
C.V NALLEY, III
THOMAS MCLARTY III
LUTHER COGGIN
TRACYE C. HAWKINS 1999 ATT TRUST
CHRISTY C. HAYDEN 1999 ATT TRUST
CINDY C. COGGIN 1999 ATT TRUST
CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY
THE ENTIRETIES
CNC AUTOMOTIVE, LLC
JOHN R. CAPPS
JIW ENTERPRISES IRREVOCABLE TRUST OF 2002
DMCD AUTOS IRVING, INC.
DMCD AUTOS HOUSTON, INC.
JAMES TORDA
DAVE WEGNER
CHILDS & ASSOCIATES INC.
ROBERT E. GRAY
GIBSON FAMILY PARTNERSHIP, L.P.
THOMAS F. GILMAN
THOMAS G. MCCOLLUM

Item 2(b). Address of Principal Business Office or, if none, Residence:
ASBURY AUTOMOTIVE HOLDINGS L.L.C.
C/O RIPPLEWOOD HOLDINGS L.L.C.
ONE ROCKEFELLER PLAZA
32ND FLOOR
NEW YORK, NY 10020
RIPPLEWOOD INVESTMENTS L.L.C.
ONE ROCKEFELLER PLAZA
32ND FLOOR
NEW YORK, NY 10020
COLLINS FAMILY PARTNERS, L.P.
C/O RIPPLEWOOD INVESTMENTS L.L.C.
ONE ROCKEFELLER PLAZA
32ND FLOOR
NEW YORK, NY 10020
TIMOTHY C. COLLINS
C/O RIPPLEWOOD INVESTMENTS L.L.C.
ONE ROCKEFELLER PLAZA
32ND FLOOR
NEW YORK, NY 10020

C.V. NALLEY III
87 WEST PACES FERRY ROAD
ATLANTA, GA 30305

THOMAS MCLARTY III
350 SALEM ROAD
CONWAY, AR 72032

LUTHER COGGIN
4306 PABLO OAKS COURT
JACKSONVILLE, FL 32224

TRACYE C. HAWKINS 1999 ATT TRUST
C/O COGGIN AUTOMOTIVE GROUP
4306 PABLO OAKS COURT
JACKSONVILLE, FL 32224

CHRISTY C. HAYDEN 1999 ATT TRUST
C/O COGGIN AUTOMOTIVE GROUP
4306 PABLO OAKS COURT
JACKSONVILLE, FL 32224

CINDY C. COGGIN 1999 ATT TRUST
C/O COGGIN AUTOMOTIVE GROUP
4306 PABLO OAKS COURT
JACKSONVILLE, FL 32224

CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY
THE ENTIRETIES
462 INLAND WAY
ATLANTIC BEACH, FL 32233

CNC AUTOMOTIVE, LLC
300 NO. GREEN ST., SUITE 285
GREENSBORO, NC 27401

JOHN R. CAPPS
11830 OLIVE BLVD.
ST. LOUIS, MO 63141

JIW ENTERPRISES IRREVOCABLE TRUST OF 2002
C/O JEFFREY I. WOOLEY
4636 N. DALE MABRY HWY
TAMPA, FL 33614

DMCD AUTOS IRVING, INC.
3600 WEST AIRPORT FREEWAY
IRVING, TX 75062

DMCD AUTOS HOUSTON, INC.
3600 WEST AIRPORT FREEWAY
IRVING, TX 75062

DAVID MCDAVID, SR.
3600 WEST AIRPORT FREEWAY
IRVING, TX 75062

JAMES TORDA
3600 WEST AIRPORT FREEWAY
IRVING, TX 75062

DAVE WEGNER
708 PINEHOLLOW DRIVE
FRIENDSHIP, TX 77546

CHILDS & ASSOCIATES INC.
256 SWAIN STREET
FAYETTEVILLE, NC 28303

ROBERT E. GRAY
224 TERRANCE DRIVE
BRANDON, MS 39042

GIBSON FAMILY PARTNERSHIP, L.P.
810 MT. MORO RD.
VILLANOVA, PA 19085

THOMAS F. GILMAN
ASBURY AUTOMOTIVE GROUP, INC.
3 LANDMARK SQUARE, SUITE 500
STAMFORD, CT 06901

THOMAS G. MCCOLLUM
ASBURY AUTOMOTIVE GROUP, INC.
3 LANDMARK SQUARE, SUITE 500
STAMFORD, CT 06901

Item 2(c).

Citizenship:

ASBURY AUTOMOTIVE HOLDINGS L.L.C. - DELAWARE
RIPPLEWOOD INVESTMENTS L.L.C. - DELAWARE
COLLINS FAMILY PARTNERS, L.P. - DELAWARE
TIMOTHY C. COLLINS - USA
C.V NALLEY, III
THOMAS MCLARTY III - USA
LUTHER COGGIN - USA
TRACYE C. HAWKINS 1999 ATT TRUST - FLORIDA
CHRISTY C. HAYDEN 1999 ATT TRUST - FLORIDA
CINDY C. COGGIN 1999 ATT TRUST - FLORIDA
CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY
THE ENTIRETIES - USA
CNC AUTOMOTIVE, LLC - NORTH CAROLINA
JOHN R. CAPPS - USA
JIW ENTERPRISES IRREVOCABLE TRUST OF 2002 - USA
DMCD AUTOS IRVING, INC. - TEXAS
DMCD AUTOS HOUSTON, INC. - TEXAS
DAVID MCDAVID, SR. - USA
JAMES TORDA - USA
DAVE WEGNER - USA
CHILDS & ASSOCIATES INC. - NORTH CAROLINA
ROBERT E. GRAY - USA
GIBSON FAMILY PARTNERSHIP, L.P. - USA
THOMAS F. GILMAN - USA
THOMAS G. MCCOLLUM - USA

Item 2(d).

Title of Class of Securities:

COMMON STOCK, PAR VALUE \$.01 PER SHARE

Item 2(e). CUSIP Number:
043436104

Item 3. NOT APPLICABLE. THIS SCHEDULE 13G IS FILED PURSUANT TO RULE 13D-1(D).

Item 4. Ownership

(a). Amount beneficially owned:
SEE THE RESPONSES TO ITEM 9 ON THE ATTACHED COVER PAGES.

(b). Percent of Class:
SEE THE RESPONSES TO ITEM 11 ON THE ATTACHED COVER PAGES.

(c). Number of shares as to which such person has:

(i). Sole power to vote or to direct the vote: SEE THE RESPONSES TO ITEM 5 ON THE ATTACHED COVER PAGES.

(ii). Shared power to vote or to direct the vote: SEE THE RESPONSES TO ITEM 6 ON THE ATTACHED COVER PAGES.

(iii). Sole power to dispose or to direct the disposition of: SEE THE RESPONSES TO ITEM 7 ON THE ATTACHED COVER PAGES.

(iv). Shared power to dispose or to direct the disposition of: SEE THE RESPONSES TO ITEM 8 ON THE ATTACHED COVER PAGES.

Item 5. Ownership of Five Percent or Less of a Class

IF THIS STATEMENT IS BEING FILED TO REPORT THE FACT THAT AS OF THE DATE HEREOF THE REPORTING PERSON HAS CEASED TO BE THE BENEFICIAL OWNER OF MORE THAN FIVE PERCENT OF THE CLASS OF SECURITIES, CHECK THE FOLLOWING [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

NOT APPLICABLE

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

NOT APPLICABLE

Item 8. Identification and Classification of Members of the Group

THE FOLLOWING SHAREHOLDERS ARE MEMBERS OF A GROUP BASED ON VOTING ARRANGEMENTS IN ASBURY AUTOMOTIVE GROUP, INC.'S SHAREHOLDERS AGREEMENT, DATED AS OF MARCH 1, 2002 [AND AMENDED AS OF FEBRUARY 1, 2003]:

ASBURY AUTOMOTIVE HOLDINGS L.L.C.*
C.V NALLEY, III
THOMAS MCLARTY III
LUTHER COGGIN
TRACYE C. HAWKINS 1999 ATT TRUST
CHRISTY C. HAYDEN 1999 ATT TRUST
CINDY C. COGGIN 1999 ATT TRUST
CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY THE ENTIRETIES
CNC AUTOMOTIVE, LLC
JOHN R. CAPPS
JIW ENTERPRISES IRREVOCABLE TRUST OF 2002

DMCD AUTOS IRVING, INC.**
DMCD AUTOS HOUSTON, INC.**
JAMES TORDA
DAVE WEGNER
CHILDS & ASSOCIATES INC.
ROBERT E. GRAY
GIBSON FAMILY PARTNERSHIP, L.P.
ROBERT DENNIS
THOMAS F. GILMAN
THOMAS G. MCCOLLUM

* Ripplewood Investments L.L.C. is the owner of approximately 51% of the membership interests of Asbury Automotive Holdings L.L.C.; FS Equity Partners III, L.P., FS Equity Partners International L.P and FS Equity Partners IV, L.P., investment funds affiliated with Freeman Spogli, are the owners of approximately 49% of the membership interests of Asbury Automotive Holdings L.L.C.]

** David McDavid, Sr. is the 100% owner of DMCD Autos Irving, Inc. and 52% owner of DMCD Autos Houston, Inc.

Item 9. Notice of Dissolution of Group

NOT APPLICABLE

Item 10. Certifications

NOT APPLICABLE

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2003

ASBURY AUTOMOTIVE HOLDINGS L.L.C.

by: /s/Ian K. Snow

Name: Ian K. Snow
Title: Director

RIPPLEWOOD INVESTMENTS L.L.C.

by: /s/Peter Berger

Name: Peter Berger
Title: Chief Financial Officer

COLLINS FAMILY PARTNERS, L.P.

by: /s/Timothy C. Collins

Name: Timothy C. Collins
Title: President

TIMOTHY C. COLLINS

by: /s/Timothy C. Collins

Name: Timothy C. Collins
Title:

C.V. NALLEY, III

by: /s/ C.V. Nalley, III

Name: C.V. Nalley, III
Title:

THOMAS MCLARTY III

by: /s/Thomas McLarty, III

Name: Thomas McLarty, III
Title:

LUTHER COGGIN

by: /s/Luther Coggin

Name: Luther Coggin
Title:

TRACYE C. HAWKINS 1999 ATT TRUST

by: /s/Luther Coggin

Name: Luther Coggin
Title: Trustee

CHRISTY C. HAYDEN 1999 ATT TRUST

by: /s/Luther Coggin

Name: Luther Coggin
Title: Trustee

CINDY C. COGGIN 1999 ATT TRUST

by: /s/Luther Coggin

Name: Luther Coggin
Title: Trustee

CHARLIE (C.B.) TOMM AND ANITA DESAU
TENANTS BY THE ENTIRETIES

by: /s/Charlie Tomm

Name: Charlie Tomm
Title:

CNC AUTOMOTIVE, LLC

by: /s/Michael S. Kearney

Name: Michael S. Kearney
Title: Vice President

JOHN R. CAPPS

by: /s/ John R. Capps

Name: John R. Capps
Title:

JIW ENTERPRISES IRREVOCABLE TRUST O

by: /s/ Douglas Tew

Name: Douglas Tew
Title: Trustee

DMCD AUTOS IRVING, INC.

by: /s/ David McDavid, Sr.

Name: David McDavid, Sr.
Title: President

DMCD AUTOS HOUSTON, INC.

by: /s/ David McDavid, Sr.

Name: David McDavid, Sr.
Title: President

David McDavid, Sr.

by: /s/ David McDavid, Sr.

Name: David McDavid, Sr.
Title:

JAMES TORDA

by: /s/ James Torda

Name: James Torda
Title:

DAVE WEGNER

by: /s/ Dave Wegner

Name: Dave Wegner
Title:

CHILDS & ASSOCIATES INC.

by: /s/ William L. Childs, Sr.

Name: William L. Childs, Sr.
Title: President

ROBERT E. GRAY

by: /s/ Robert E. Gray

Name: Robert E. Gray
Title:

GIBSON FAMILY PARTNERSHIP, L.P.

by: /s/ Thomas R. Gibson

Name: Thomas R. Gibson
Title: Chairman

THOMAS F. GILMAN

by: /s/ Thomas F. Gilman

Name: Thomas F. Gilman
Title:

Thomas G. McCollum

by: /s/ Thomas G. McCollum

Name: Thomas G. McCollum
Title: