

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\*  
Johnson, Phillip R.  
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(Last) (First) (Middle)  
c/o Asbury Automotive Group, Inc.  
3 Landmark Square, Suite 500  
-----  
(Street)  
Stamford, CT 06901  
-----  
(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)  
Vice President -- Human Resources

6. If Amendment, Date of Original (Month/Day/Year)  
3/14/02

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 \$.01 per share	15,171 shares of common stock	Direct (D)	
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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).

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable      Expiration Date	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title      Amount or Number of Shares	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
Options	12/6	Common Stock, par value \$0.01 per share 15,571	\$12.89	Direct (D)	
	12/6	Common Stock, par value \$0.01 per share 12,121	\$16.50		

Explanation of Responses:  
[1] See Schedule I

/s/ Phillip R. Johnson

5/3/02

\*\*Signature of Reporting Person

Date

\*\* 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 provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays valid OMB Number.