

-----  
 OMB APPROVAL  
 -----  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden  
 hours per response.....0.5  
 -----

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(h) of the Investment Company Act of 1940

| | Check this box if no longer subject to Section 16. Form 4 or Form 5  
 obligations may continue. See Instruction 1(b).

(Print of Type Responses)

1. Name and Address of Reporting Person*		
Gilman	Kenneth	B.
(Last)	(First)	(Middle)
c/o Asbury Automotive Group, Inc. Three Landmark Square, Suite 500		
(Street)		
Stamford	CT	06901
(City)	(State)	(Zip)
2. Issuer Name and Ticker or Trading Symbol		
Asbury Automotive Group, Inc. (ABG)		
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		
4. Statement for Month/Day/Year		
11/05/02 11/06/02		
5. If Amendment, Date of Original (Month/Day/Year)		
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner	
<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)	
President and Chief Executive Officer		
7. Individual or Joint/Group Filing (Check Applicable line)		
<input checked="" type="checkbox"/> Form Filed by One Reporting Person		
<input type="checkbox"/> Form Filed by More than One Reporting Person		

=====

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans- action Date (mm/dd/yy)	3. Transaction Code (Instr. 8) ----- Code V	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 & Instr.4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr.4)
			Amount	(A) or (D)	Price			
Common Stock, par value \$.01 per share	11/5/02	P	2,000	A	\$9.025	22,100	(D)	
Common Stock, par value \$.01 per share	11/6/02	P	4,000	A	\$9.3168	26,100	(D)	

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).

FORM 4 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (mm/dd/ yy)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Exercisable and Expiration Date (Month/Day/Year) ----- Exer- cisable Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares	8. Price Owned Deriv- ative Secur- ity (Instr. 5)	9. Number of deriv- ative Secur- ities Bene- ficially Owned Follow- ing Reported Trans- action(s) (Instr. 4)	10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of In- direct Benef- icial Owner- ship (Instr. 4)
				(A)	(D)	Expir- ation Date						

Explanation of Responses:

KENNETH B. GILMAN  
/s/ Kenneth B. Gilman

11/07/02

\*\*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 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 a currently valid OMB Number.

