

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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| | | |
|---|---|--|
| 1. Name and Address of Reporting Person* <u>SLT/TAG Inc.</u> (Last) (First) (Middle) <u>C/O MORRIS GALEN, TONKEN TORP L.L.P.</u> <u>1600 PIONEER TOWER, 888 SW FIFTH AVENUE</u> (Street) <u>PORTLAND OR 97204</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>ASBURY AUTOMOTIVE GROUP INC [</u> <u>NYSE: ABG]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/18/2005</u> | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 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 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common stock, par value \$0.01 per share | 02/18/2005 | | s | | 300 | D | \$15.98 | 608,700 | D | |
| Common stock, par value \$0.01 per share | 02/18/2005 | | s | | 3,900 | D | \$16 | 604,800 | D | |
| Common stock, par value \$0.01 per share | 02/18/2005 | | s | | 1,800 | D | \$16.01 | 603,000 | D | |
| Common stock, par value \$0.01 per share | 02/18/2005 | | s | | 2,400 | D | \$16.02 | 600,600 | D | |
| Common stock, par value \$0.01 per share | 02/18/2005 | | s | | 800 | D | \$16.03 | 599,800 | D | |
| Common stock, par value \$0.01 per share | 02/18/2005 | | s | | 700 | D | \$16.04 | 599,100 | D | |
| Common stock, par value \$0.01 per share | 02/18/2005 | | s | | 6,500 | D | \$16.05 | 592,600 | D | |
| Common stock, par value \$0.01 per share | 02/18/2005 | | s | | 600 | D | \$16.06 | 592,600 | D | |
| Common stock, par value \$0.01 per share | 02/18/2005 | | s | | 1,200 | D | \$16.07 | 590,800 | D | |
| Common stock, par value \$0.01 per share | 02/18/2005 | | s | | 1,800 | D | \$16.08 | 589,000 | D | |
| Common stock, par value \$0.01 per share | 02/18/2005 | | s | | 100 | D | \$16.09 | 588,900 | D | |
| Common stock, par value \$0.01 per share | 02/18/2005 | | s | | 2,500 | D | \$16.1 | 586,400 | D | |
| Common stock, par value \$0.01 per share | 02/18/2005 | | s | | 200 | D | \$16.15 | 586,200 | D | |
| Common stock, par value \$0.01 per share | 02/18/2005 | | s | | 200 | D | \$16.19 | 586,000 | D | |
| Common stock, par value \$0.01 per share | 02/18/2005 | | s | | 500 | D | \$16.2 | 585,500 | D | |
| Common stock, par value \$0.01 per share | 02/18/2005 | | s | | 1,300 | D | \$16.26 | 584,200 | D | |
| Common stock, par value \$0.01 per share | 02/18/2005 | | s | | 100 | A | \$16.37 | 584,100 | D | |
| Common stock, par value \$0.01 per share | 02/18/2005 | | s | | 900 | D | \$16.4 | 583,200 | D | |
| Common stock, par value \$0.01 per share | 02/18/2005 | | s | | 1,000 | D | \$16.42 | 582,200 | D | |
| Common stock, par value \$0.01 per share | 02/18/2005 | | s | | 1,000 | D | \$16.44 | 581,200 | D | |
| Common stock, par value \$0.01 per share | 02/18/2005 | | s | | 100 | D | \$16.45 | 581,100 | D | |

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. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

Remarks:

Lynne A. Burgess, Attorney-in-
Fact 02/23/2005

** Signature of Reporting Person Date

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).

** 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.

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