SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

Asbury Automotive Group, Inc.

(Name of Issuer)

Common Stock (par value \$.01 per share)

(Title of Class of Securities)

043436104

(CUSIP Number)

December 31, 2005

(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) [X] 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).

1.	NAME OF REPO	ORTING PERSON				
		CATION NO. OF A	ABOVE PERSON			
	ASBURY AUTO					
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			(a) x		
				(b) o		
3.	SEC USE ONLY					
4.	CITIZENSHIP O	R PLACE OF OR	GANIZATION			
	Delaware					
		5.	SOLE VOTING POWER			
			0			
ļ	NUMBER OF	6.	SHARED VOTING POWER			
	SHARES		00.000.001			
	ENEFICIALLY		22,096,261			
	OWNED BY EACH	7.	SOLE DISPOSITIVE POWER			
	REPORTING	/.				
	PERSON					
	WITH					
		8.	SHARED DISPOSITIVE POWER			
			0			
9.	AGGREGATE A	MOUNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON			
	17,550,743					
10.	CHECK BOX IE	THE ACCRECAT	E AMOUNT IN ROW (9) EXCLUDES CERTAIN			
10.	SHARES	THE AGOREOAI	E AMOUNT IN NOW (5) EXCEDES CERTAIN			
	4,545,518*			x		
11.	PERCENT OF C	LASS REPRESEN	TED BY AMOUNT IN ROW (9)			
	53.4%					
12.	TYPE OF REPO	RTINC DEDSON				
12,		NTING LEVOON				
	со					

*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.

CUSIP NO. 043436104

	NAME OF REPOF				
	I.R.S. IDENTIFICA	ATION NO. OF	ABOVE PERSO	Ν	
	RIPPLEWOOD P	ARTNERS L.P	0		
2.				R OF A GROUP	(a) x
					(b) o
3.	SEC USE ONLY				
4	CITIZENCIUD O			N	
4.	CITIZENSHIP O	R PLACE OF U	URGANIZATIU	IN	
	Delaware				
		5.		SOLE VOTING POWER	
				-	
NUMBER OF SHARES BENEFICIALLY OWNED BY				0	
I.R.S. IDENTIFICARIPPLEWOOD PA2.CHECK THE APPI3.SEC USE ONLY4.CITIZENSHIP OFDelawareDelaware0WNED BY EACH REPORTING PERSON WITH9.AGGREGATE AM 8,954,900		6.		SHARED VOTING POWER	
				22,096,261	
BENEFICIALLY OWNED BY EACH REPORTING PERSON	7.		SOLE DISPOSITIVE POWER		
REPORTING PERSON				8,954,900	
	WITH				
		8.		SHARED DISPOSITIVE POWER	
				0	
0	ACCRECATE AM	IOUNT DENEE		ED BY EACH REPORTING PERSON	1
9.	AGGREGALE AM	IUUINI DEINEF.	ICIALLY OWNE	D DI EACH REPORTING PERSON	
	8,954,900				
		HE AGGREGA	TE AMOUNT IN	NROW (9) EXCLUDES CERTAIN	
	SHARES				
	13,141,361*				x
11.	PERCENT OF CLA	ASS REPRESEN	NTED BY AMOU	UNT IN ROW (9)	
	27.3%				
12.	TYPE OF REPOR	TING PERSON			
	PN				

* Ripplewood Partners L.P. is the owner of approximately 51% of the membership interests of Asbury Automotive Holdings L.L.C. Ripplewood Partners L.P. 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.

CUSIP NO.	
043436104	

1.		ABOVE PERSON			
2.	COLLINS FAM	, L.P. X IF A MEMBER OF A GROUP	(a) x (b) o		
3.	SEC USE ONLY				
4.	CITIZENSHIP O	R PLACE OF OR	GANIZATION		
	Delaware				
	1	5.	SOLE VOTING POWER	I	
			0		
]	NUMBER OF	6.	SHARED VOTING POWER		
	SHARES BENEFICIALLY OWNED BY		22,096,261		
	EACH REPORTING	7.	SOLE DISPOSITIVE POWER		
	PERSON WITH		0		
		8.	SHARED DISPOSITIVE POWER		
			0		
9.	AGGREGATE A	MOUNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON		
	8,954,900				
10.	CHECK BOX IF SHARES	THE AGGREGA	TE AMOUNT IN ROW (9) EXCLUDES CERTAIN		
	13,141,361*			x	
11.	PERCENT OF C	LASS REPRESE	NTED BY AMOUNT IN ROW (9)		
	27.3%				
12.	TYPE OF REPO	RTING PERSON			
	PN				

* Collins Family Partners could be deemed the beneficial owner of the shares held by Ripplewood Partners L.P. 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.

CUSIP NO. 043436104

1.	NAME OF REPOR				
	I.R.S. IDENTIFIC	ATION NO. OF ABOVE PERS	ON		
	тімотну с. со	DLLINS			
2.		ROPRIATE BOX IF A MEMBI	ER OF A GROUP	(a) x	
				(b) o	
3.	SEC USE ONLY				
	CUTIZENCIUD OD				
4.	CITIZENSHIP OR	PLACE OF ORGANIZATION			
	USA				
	•	5.	SOLE VOTING POWER		
			0		
		6.	SHARED VOTING POWER		
NUMBER OF SHARES BENEFICIALLY		0.			
			22,096,261		
0	WNED BY				
EACH 7. REPORTING PERSON		7.	SOLE DISPOSITIVE POWER		
			0		
	WITH				
		8.	SHARED DISPOSITIVE POWER		
8.					
			0		
9.	ACCDECATE AM			1	
9.	AGGREGALE AM	IOUNI DENEFICIALLY OWN	ED DI EACH REPORTING PERSON		
	8,954,900				
10.		THE AGGREGATE AMOUNT	N ROW (9) EXCLUDES CERTAIN		
	SHARES		DF ORGANIZATION SOLE VOTING POWER 0 SHARED VOTING POWER 22,096,261 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 0 ENEFICIALLY OWNED BY EACH REPORTING PERSON REGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN x RESENTED BY AMOUNT IN ROW (9)		
	13,141,361*			x	
11.	PERCENT OF CLA	ASS REPRESENTED BY AMO	DUNT IN ROW (9)		
	27.3%				
12.	TYPE OF REPORT	TING PERSON			
	IN				

* Timothy C. Collins could be deemed the beneficial owner of the shares held by Ripplewood Partners L.P. 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	

				1		
	NAME OF REPOF					
	I.R.S. IDENTIFIC	ATION NO. OF .	ABOVE PERSON			
	C.V. NALLEY, II					
2.	CHECK THE APP	ROPRIATE BO	X IF A MEMBER OF A GROUP	(a) x		
				(b) o		
3.	SEC USE ONLY					
4.	CITIZENSHIP OR	PLACE OF OR	GANIZATION			
	USA					
<u> </u>		5.	SOLE VOTING POWER	<u> </u>		
NUMBER OF		5.	SOLL VOTING FOWER			
			0			
			V			
		6.	SHARED VOTING POWER			
		0.	SHARED VOTING FOWER			
	SHARES BENEFICIALLY 22,096,261		22,006,261			
	WNED BY	7	SOLE DISPOSITIVE POWER			
EACH 7. REPORTING PERSON WITH		/.	SOLE DISPOSITIVE POWER			
			1 200 750			
			1,360,759			
WITH 8.		б.	SHARED DISPOSITIVE POWER			
			0			
9.	AGGREGATE AM	IOUNT BENEFI	ICIALLY OWNED BY EACH REPORTING PERSON			
	1,360,759					
10.		HE AGGREGA	TE AMOUNT IN ROW (9) EXCLUDES CERTAIN			
	SHARES					
	00 505 500*					
	20,735,502*			X		
11.	PERCENT OF CL.	ASS REPRESEN	NTED BY AMOUNT IN ROW (9)			
	4.1%					
L						
12.	TYPE OF REPOR	FING PERSON				
	со					

* 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.

CUSIP NO. **043436104**

					1	
		I.R.S. IDENTIFICA	ATION NO. OF ABOV	E PERSON		
					(a) x	
	2.	2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
	2	SEC LISE ONLY			(b) o	
	3.	SEC USE ONLY				
	1	CITIZENSHID OR	PLACE OF ORCANIZ	ΖΑΤΙΩΝ		
	4.		TEACE OF ORDAINZ			
		USA				
			5.	SOLE VOTING POWER	1	
	I.R.S. IDENTIFICA THOMAS F. MCL CHECK THE APPE CHECK THE APPE SEC USE ONLY CITIZENSHIP OR USA USA NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9. AGGREGATE AM 454,114 10. CHECK BOX IF TI SHARES 21,642,147* 11. PERCENT OF CLA 1.4% 12. TYPE OF REPORT		0			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH						
		UMBER OF	6.	SHARED VOTING POWER		
	BENEFICIALLY OWNED BY			22,096,261		
	3. SEC USE ONLY 4. CITIZENSHIP OR PLACE OF OF USA USA 5. 6. 6. 6. 6. 6. 7. 7. 7. 7. 7. 7. 8. 9. AGGREGATE AMOUNT BENEF 454,114 10. CHECK BOX IF THE AGGREGA SHARES 21,642,147* 11. PERCENT OF CLASS REPRESEI	/.	SOLE DISPOSITIVE POWER			
			454,114			
			8.	SHARED DISPOSITIVE POWER		
	4. CITIZENSHIP OR PLACE OF USA USA NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0. AGGREGATE AMOUNT BEN 454,114 0. CHECK BOX IF THE AGGRE SHARES 21,642,147* 1. PERCENT OF CLASS REPRE					
				0		
	9.	AGGREGATE AM	IOUNT BENEFICIALI	LY OWNED BY EACH REPORTING PERSON		
		454,114				
			THE AGGREGATE AM	IOUNT IN ROW (9) EXCLUDES CERTAIN		
		SIIARES				
21,642,147*				x		
	11.	PERCENT OF CLA	ASS REPRESENTED I	BY AMOUNT IN ROW (9)	1	
		1.4%				
	12.	TYPE OF REPORT	TING PERSON			
		INI				
		111				
1					1	

* 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.

CUSIP	NO.
043436	104

21,996,261*

TYPE OF REPORTING PERSON

0.3%

IN

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

12.

NAME OF REP	ORTING PERSON		i
	CATION NO. OF A	BOVE PERSON	
I UTHER COC	CIN		
		IF A MEMBER OF A GROUP	(a) x
SEC USE ONLY	7		(b) o
 CITIZENSHIP (OR PLACE OF ORC	GANIZATION	
USA			
	5.	SOLE VOTING POWER	
		0	
NUMBER OF	6.	SHARED VOTING POWER	
		22,096,261	
OWNED BY EACH	7.	SOLE DISPOSITIVE POWER	
LUTHER COGO CHECK THE AP SEC USE ONLY CITIZENSHIP O USA NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		100,000	
	8.	SHARED DISPOSITIVE POWER	
		0	
AGGREGATE A	MOUNT BENEFIC	CIALLY OWNED BY EACH REPORTING PERSON	
100.000			

13G

* 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.

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CUSIP NO. 043436104

NAME OF REPORTING PERSON 1. 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) x (b) o 3. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4. USA SOLE VOTING POWER 5. N SHARED VOTING POWER 6. NUMBER OF SHARES 22,096,261 BENEFICIALLY OWNED BY SOLE DISPOSITIVE POWER EACH 7. REPORTING PERSON 349,039 WITH SHARED DISPOSITIVE POWER 8. h AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9. 349,039 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN 10. SHARES 21,747,222* х 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.1% TYPE OF REPORTING PERSON 12. 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.
043436	104

	CUSIP NO.	13G	
C	43436104		
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		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION		
	USA		

4.	CITIZENSHIP OR PLACE OF ORGANIZATION			
	USA			
		5.	SOLE VOTING POWER	
			0	
	6.		SHARED VOTING POWER	
	NUMBER OF SHARES	0.		
	BENEFICIALLY OWNED BY		22,096,261	
	EACH	7.	SOLE DISPOSITIVE POWER	
	REPORTING PERSON		210,300	
	WITH			
	8.		SHARED DISPOSITIVE POWER	
			0	
9.	AGGREGATE A	MOUNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON	
	210,300			
10.	CHECK BOX II SHARES	F THE AGGREGA	TE AMOUNT IN ROW (9) EXCLUDES CERTAIN	
	21,885,961*			x
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		NTED BY AMOUNT IN ROW (9)		
	0.6%			
12.	TYPE OF REPC	RTING PERSON		
	IN			

(a) x (b) o

* 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.

1.		ORTING PERSON	N		
11.	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	JIW ENTERPR	ISES IRREVOC	ABLE TRUST OF 2005		
2.			X IF A MEMBER OF A GROUP	(a) x	
				(b) o	
3.	SEC USE ONLY				
4.	CITIZENSHIPC	R PLACE OF OF	RGANIZATION		
[.					
	USA				
<u> </u>		5.	SOLE VOTING POWER		
		5.	SOLE VOTING FOWER		
			0		
			v		
		6.	SHARED VOTING POWER		
	NUMBER OF	0.	SHARED VOTING FOWER		
	SHARES		22,096,261		
	BENEFICIALLY		22,030,201		
	OWNED BY EACH	7.	SOLE DISPOSITIVE POWER		
	REPORTING	/.	SOLE DISPOSITIVE FOWER		
	PERSON		1,280,037		
	WITH		1,200,007		
		8.	SHARED DISPOSITIVE POWER		
		0.	SHARED DISPOSITIVE FOWER		
			0		
			v		
9.		MOUNT DENEE	ICIALLY OWNED BY EACH REPORTING PERSON	i	
9.	AGGREGALE A	INIOUINI DEINEF	ICIALLI OWNED BI EACH REPORTING PERSON		
	1,280,037				
	1,200,037				
10.		THE ACCDECA	TE AMOUNT IN ROW (9) EXCLUDES CERTAIN	-	
10.	SHARES	THE AGGREGA	THE AMOUNT IN NOW (5) EXCLUDES CERTAIN		
		SHARES			
	20,816,224*			x	
11. PERCENT OF CLASS REPRES			NTED BY AMOUNT IN ROW (9)	-	
		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	3.9%				
12.	TYPE OF REPO	RTING PERSON			
	00				
1	1			1	

* JIW Enterprises Irrevocable Trust of 2005 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.
043436	104

	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
Л	V FUND I, LL	C			
2. CH	ECK THE AP	PROPRIATE BO	X IF A MEMBER OF A GROUP	(a) x (b) o	
3. SEC	C USE ONLY				
4. CIT	TIZENSHIP O	R PLACE OF OR	GANIZATION		
US	A				
		5.	SOLE VOTING POWER		
			0		
	BER OF	6.	SHARED VOTING POWER		
BENEF	SHARES BENEFICIALLY OWNED BY		22,096,261		
EA	ACH DRTING	7.	SOLE DISPOSITIVE POWER		
PEI	RSON /ITH		117,554		
		8.	SHARED DISPOSITIVE POWER		
			0		
9. AG	GREGATE AI	MOUNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON		
117	,554				
	ECK BOX IF ARES	THE AGGREGA	TE AMOUNT IN ROW (9) EXCLUDES CERTAIN		
21,9	21,978,707*		x		
11. PEI	RCENT OF CI	LASS REPRESE	NTED BY AMOUNT IN ROW (9)		
0.4	%				
12. TY	PE OF REPOF	TING PERSON			
00					

* JIW Fund I, 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**

	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	DMCD AUTOS IRVING, INC.				
		ROPRIATE BOX IF A MEMBE	R OF A GROUP	(a) x	
<u> </u>				(b) o	
3.	SEC USE ONLY				
4.	CITIZENSHIP OR I	PLACE OF ORGANIZATION			
	-				
	Texas				
		5.	SOLE VOTING POWER		
		5.	SOLE VOTING FOWER		
			0		
	UMBER OF	6.	SHARED VOTING POWER		
	SHARES				
	NEFICIALLY		22,096,261		
0	WNED BY EACH	7.	SOLE DISPOSITIVE POWER		
R	EPORTING	/.	SOLE DISTOSTITVE FOWER		
	PERSON		12,109		
	WITH				
		8.	SHARED DISPOSITIVE POWER		
			0		
9.	ACCDECATE AM		ED BY EACH REPORTING PERSON		
9.	AGGREGALE AM	OUNT DENEFICIALLY OWN	ED DI EACH REPORTING PERSON		
	12,109				
		HE AGGREGATE AMOUNT II	N ROW (9) EXCLUDES CERTAIN		
	SHARES				
	22,084,152*			v	
	22,004,132			Х	
11.	11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	0.0%				
12.	TYPE OF REPORT	ING PERSON			
	со				

* 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.
043436	104

1. NAME	OF REPOR	TING PERSON				
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
	ROBERT E. GRAY					
2. CHEC	K THE APPI	ROPRIATE BO	F A MEMBER OF A GROUP		(a) x	
					(b) o	
3. SEC U	SE ONLY					
4. CITIZI	ENSHIDOR	PLACE OF OR				
		TERCE OF OK				
USA						
·		5.	SOLE VOTING POWE	R	· · · ·	
			0			
NUMBE	R OF	6.	SHARED VOTING POV	WER		
SHAR			22,000,201			
BENEFICI			22,096,261			
OWNED EACI		7.	SOLE DISPOSITIVE PO	OWFR		
REPORT		<i>.</i>		SwER		
PERSC			329,378			
WITI	H					
			SHARED DISPOSITIVI	E POWER		
			0			
					i	
9. AGGR	EGATE AM	OUNT BENEF	ALLY OWNED BY EACH REPORTI	NG PERSON		
329,37	8					
525,37	0					
10. CHEC	K BOX IF TI	HE AGGREGA	AMOUNT IN ROW (9) EXCLUDES	CERTAIN		
SHAR				-		
21,766	21,766,883*				X	х
11. PERCI	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
1.0%	1.00/					
12. TYPE	OF REPORT	TING 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.

CUSIP NO. **043436104**

	NAME OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	GIBSON FAMILY PARTNERSHIP, L.P.				
		ROPRIATE BOX IF A MEMBE	CR OF A GROUP	(a) x	
				(b) o	
3.	SEC USE ONLY				
4.	CITIZENSHIP OR	PLACE OF ORGANIZATION			
	Pennsylvania				
		5.	SOLE VOTING POWER		
		5.	SOLE VOTING TOWER		
			0		
	UMBER OF	6.	SHARED VOTING POWER		
	SHARES				
	NEFICIALLY		22,096,261		
0	WNED BY EACH	7.	SOLE DISPOSITIVE POWER		
R	EPORTING	7.	SOLE DISPOSITIVE FOWER		
	PERSON		124,749		
	WITH				
		8.	SHARED DISPOSITIVE POWER		
			0		
	ACCDECATE AM		ED DV EACH DEDODTING DEDGON	1	
9.	AGGREGALE AM	OUNT BENEFICIALLY OWN	ED BY EACH REPORTING PERSON		
	124,749				
		HE AGGREGATE AMOUNT I	N ROW (9) EXCLUDES CERTAIN		
	SHARES				
	01 051 5104				
	21,971,512*			Х	
11.	PERCENT OF CLA	ASS REPRESENTED BY AMO	UNT IN ROW (9)		
	0.4%				
12.	TYPE OF REPORT	TING PERSON			
	DN				
	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.

CUSIP NO. **043436104**

1. NAME OF REPORTING PERSON						
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
	THOMAS G. MCCOLLUM					
		PROPRIATE BOX IF A MEMB	ER OF A GROUP	(a) x		
				(b) o		
3.	SEC USE ONLY					
4.	CITIZENSHIP OR	PLACE OF ORGANIZATION				
	USA					
		5.	SOLE VOTING POWER			
			0			
	UMBER OF	6.	SHARED VOTING POWER			
	SHARES					
	NEFICIALLY		22,096,261			
	WNED BY EACH	7.	SOLE DISPOSITIVE POWER			
	EPORTING					
	PERSON WITH		87,870			
	VV1111					
		8.	SHARED DISPOSITIVE POWER			
			0			
9.	AGGREGATE AM	IOUNT BENEFICIALLY OWN	ED BY EACH REPORTING PERSON			
	87,870					
10.	CHECK BOX IF T	THE AGGREGATE AMOUNT	N ROW (9) EXCLUDES CERTAIN			
	SHARES					
	22,008,391*			Х		
11.	11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11.						
	0.3%					
12.	TYPE OF REPORT	TING 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.

CUSIP NO.
043436104

				1		
1.	NAME OF REPO	RTING PERSON				
1.		I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	SLT/TAG, INC.					
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
				(b) o		
3.	SEC USE ONLY					
4.	CITIZENSHIP O	R PLACE OF OR	GANIZATION	-		
	Oregon					
		5.	SOLE VOTING POWER			
			U			
		6.	SHARED VOTING POWER			
	NUMBER OF	0.				
l F	SHARES BENEFICIALLY		22,096,261			
	OWNED BY					
	EACH	7.	SOLE DISPOSITIVE POWER			
	REPORTING PERSON					
	WITH		61,900			
	8.		SHARED DISPOSITIVE POWER			
		0.				
			0			
9.	AGGREGATE A	MOUNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON			
	61,900					
10.	CHECK BOX IF	THE AGGREGA	TE AMOUNT IN ROW (9) EXCLUDES CERTAIN	-		
10.	SHARES					
	22,034,361*			x		
				_		
11.	PERCENT OF C	LASS REPRESEN	ITED BY AMOUNT IN ROW (9)			
	0.2%					
12.	TYPE OF REPO	RTING PERSON		1		
	со					

* SLT/TAG, 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.
043436	104

1.		ORTING PERSON				
	I.R.S. IDENTIF	ICATION NO. OF A	BOVE PERSON			
	NOEL E. DAN	IELS				
	CHECK THE A	PPROPRIATE BOX	IF A MEMBER OF A GROUP			
	SEC USE ONLY	ľ				
4.	CITIZENSHIP OR PLACE OF ORGANIZATION					
	USA					
		5.	SOLE VOTING POWER			
			0			
	NUMBER OF	6.	SHARED VOTING POWER			
SHARES			22,096,261			
	BENEFICIALLY OWNED BY					
	EACH REPORTING	7.	SOLE DISPOSITIVE POWER			
	PERSON		17,478			
	WITH					
		8.	SHARED DISPOSITIVE POWER			

	0	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	17,478	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	22,078,783*	x
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
).1%	
12.	TYPE OF REPORTING PERSON	
	N	

* Noel E. Daniels 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.

13G

(a) x (b) o

CUSIP	NO.
043436	104

1.	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
2.	NANCY D. NOBI CHECK THE APP		X IF A MEMBER OF A GROUP	(a) x
3.				(b) o
4.	CITIZENSHIP OR	R PLACE OF OR	GANIZATION	
	USA			
		5.	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH			0	
		6.	SHARED VOTING POWER	
			22,096,261	
		7.	SOLE DISPOSITIVE POWER	
			20,856	
		8.	SHARED DISPOSITIVE POWER	
			0	
9.	AGGREGATE AN	I IOUNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON	
	20,856			
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
	22,075,405*			x
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	0.1%			
12.	TYPE OF REPOR	TING PERSON		
	IN			

* Nancy D. Noble 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			
2.	STEVE M. INZIN		P OF A CROUP	(a) x
۷.				(b) o
3.	SEC USE ONLY			
4.	CITIZENSHIP OR	PLACE OF ORGANIZATION		
	USA			
		5.	SOLE VOTING POWER	1
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH			0	
		6.	SHARED VOTING POWER	
			22,096,261	
		7.	SOLE DISPOSITIVE POWER	
			19,375	
		8.	SHARED DISPOSITIVE POWER	
			0	
9.	AGGREGATE AM	OUNT BENEFICIALLY OWN	ED BY EACH REPORTING PERSON	
	19,375			
10.	CHECK BOX IF TI SHARES	HE AGGREGATE AMOUNT II	N ROW (9) EXCLUDES CERTAIN	
	22,076,886*			х
11.	PERCENT OF CLA	ASS REPRESENTED BY AMO	UNT IN ROW (9)	
	0.1%			
12.	TYPE OF REPORT	TING PERSON		
	IN			

* Steve M. Inzinna 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.

ASBURY AUTOMOTIVE GROUP, INC.

622 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017

Item 2.

Item 1.

(a) Name of Persons Filing:

ASBURY AUTOMOTIVE HOLDINGS L.L.C. **RIPPLEWOOD PARTNERS L.P. COLLINS FAMILY PARTNERS, L.P. TIMOTHY C. COLLINS C.V. NALLEY III** THOMAS MCLARTY III LUTHER COGGIN CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY THE ENTIRETIES JOHN R. CAPPS **JIW ENTERPRISES IRREVOCABLE TRUST OF 2005** JIW FUND I, LLC DMCD AUTOS IRVING, INC. **ROBERT E. GRAY GIBSON FAMILY PARTNERSHIP, L.P. THOMAS G. MCCOLLUM** SLT/TAG, INC. **NOEL E. DANIELS** NANCY D. NOBLE STEVE M. INZINNA

(b) Address of Principal Business Office or, if none, Residence:

ASBURY AUTOMOTIVE HOLDINGS L.L.C. C/O RIPPLEWOOD PARTNERS L.P. ONE ROCKEFELLER PLAZA 32ND FLOOR NEW YORK, NY 10020

RIPPLEWOOD PARTNERS L.P. ONE ROCKEFELLER PLAZA 32ND FLOOR NEW YORK, NY 10020

COLLINS FAMILY PARTNERS, L.P. C/O RIPPLEWOOD PARTNERS L.P. ONE ROCKEFELLER PLAZA 32ND FLOOR NEW YORK, NY 10020 TIMOTHY C. COLLINS C/O RIPPLEWOOD PARTNERS L.P. ONE ROCKEFELLER PLAZA 32ND FLOOR NEW YORK, NY 10020

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

THOMAS MCLARTY III C/O KISSINGER MCLARTY ASSOCIATES 1775 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20006

LUTHER COGGIN C/O COGGIN AUTOMOTIVE GROUP 4306 PABLO OAKS COURT JACKSONVILLE, FL 32224

CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY THE ENTIRETIES c/o COGGIN AUTOMOTIVE GROUP 4306 PABLO OAKS COURT JACKSONVILLE, FL 32224

JOHN R. CAPPS C/O PLAZA MOTOR COMPANY 11830 OLIVE BLVD. ST. LOUIS, MO 63141

JIW ENTERPRISES IRREVOCABLE TRUST OF 2005 C/O JEFFREY I. WOOLEY COURTESY AUTOMOTIVE GROUP MERCEDES BENZ OF TAMPA 4636 N. DALE MABRY HWY TAMPA, FL 33614

JIW FUND I, LLC C/O JEFFREY I. WOOLEY COURTESY AUTOMOTIVE GROUP MERCEDES BENZ OF TAMPA 4636 N. DALE MABRY HWY TAMPA, FL 33614

DMCD AUTOS IRVING, INC. C/O DAVID MCDAVID MCDAVID SPORTS HOLDINGS 17120 DALLAS N. TOLLWAY, S# 240 DALLAS, TX 75248

ROBERT E. GRAY C/O GRAY-DANIELS AUTO FAMILY 6060 I-55N JACKSON, MS 39211 GIBSON FAMILY PARTNERSHIP, L.P. 810 MT. MORO RD. VILLANOVA, PA 19085

THOMAS G. MCCOLLUM C/O DAVID MCDAVID AUTO GROUP 3600 WEST AIRPORT FREEWAY IRVING, TX 75062

SLT/TAG, INC. C/O TONKON TORP L.L.P. 1600 PIONEER TOWER 888 SW FIFTH AVENUE PORTLAND, OR 97204

NOEL E. DANIELS C/O GRAY-DANIELS AUTO FAMILY 6060 I-55N JACKSON, MS 39211

NANCY D. NOBLE C/O COGGIN AUTOMOTIVE GROUP 4306 PABLO OAKS COURT JACKSONVILLE, FL 32224

STEVE M. INZINNA C/O GRAY-DANIELS AUTO FAMILY 6060 I-55N JACKSON, MS 39211

(c) Citizenship:

ASBURY AUTOMOTIVE HOLDINGS L.L.C. - DELAWARE **RIPPLEWOOD PARTNERS L.P. - DELAWARE COLLINS FAMILY PARTNERS, L.P. - DELAWARE TIMOTHY C. COLLINS - USA** C.V. NALLEY, III - USA **THOMAS MCLARTY III - USA LUTHER COGGIN - USA** CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY THE ENTIRETIES - USA JOHN R. CAPPS - USA JIW ENTERPRISES IRREVOCABLE TRUST OF 2005 - USA JIW FUND I, LLC - USA DMCD AUTOS IRVING, INC. - TEXAS **ROBERT E. GRAY - USA GIBSON FAMILY PARTNERSHIP, L.P. - USA** THOMAS G. MCCOLLUM - USA SLT/TAG, INC. - OREGON NOEL E. DANIELS - USA NANCY D. NOBLE - USA STEVE M. INZINNA - USA

(d) Title of Class of Securities:

COMMON STOCK, PAR VALUE \$.01 PER SHARE

23

	(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	

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, AS AMENDED:

ASBURY AUTOMOTIVE HOLDINGS L.L.C.* C.V. NALLEY, III THOMAS MCLARTY, III LUTHER COGGIN CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY THE ENTIRETIES JOHN R. CAPPS **JIW ENTERPRISES IRREVOCABLE TRUST OF 2005** JIW FUND I, LLC DMCD AUTOS IRVING, INC. **ROBERT E. GRAY GIBSON FAMILY PARTNERSHIP, L.P.** THOMAS G. MCCOLLUM SLT/TAG, INC. NOEL E. DANIELS NANCY D. NOBLE STEVE M. INZINNA

* Ripplewood Partners L.P. 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.

Item 9.	Notice of Dissolution of Group

NOT APPLICABLE

Item 10. Certifications

NOT APPLICABLE

25

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, 2006

ASBURY AUTOMOTIVE HOLDINGS L.L.C.

by: /s/ Timothy C. Collins Name: Timothy C. Collins

RIPPLEWOOD PARTNERS L.P.

by: /s/ Timothy C. Collins Name: Timothy C. Collins

COLLINS FAMILY PARTNERS, L.P.

by: /s/ Timothy C. Collins Name: Timothy C. Collins

TIMOTHY C. COLLINS

by: /s/ Timothy C. Collins Name: Timothy C. Collins

C.V. NALLEY, III

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

THOMAS F. MCLARTY, III

by: /s/ Thomas F. McLarty, III Name: Thomas F. McLarty, III

LUTHER COGGIN

by: /s/ Luther Coggin

Name: Luther Coggin Title: Chairman of the Board, Coggin Automotive Group

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

by: /s/ Charlie Tomm and Anita Desaussure Tomm Name: Charlie Tomm and Anita Desaussure Tomm

JOHN R. CAPPS

by: /s/ John R. Capps

Name: John R. Capps

JIW ENTERPRISES IRREVOCABLE TRUST OF 2005

by: /s/ Jeffrey I. Wooley Name: Jeffrey I. Wooley

JIW FUND 1, LLC

by: /s/ Jeffrey I. Wooley Name: Jeffrey I. Wooley

DMCD AUTOS IRVING, INC.

by: /s/ David McDavid Name: David McDavid

ROBERT E. GRAY

by: /s/ Robert E. Gray

Name: Robert E. Gray Title: Chief Executive Officer

GIBSON FAMILY PARTNERSHIP, L.P.

by: /s/ Thomas R. Gibson Name: Thomas R. Gibson

THOMAS G. MCCOLLUM

by: /s/ Thomas G. McCollum Name: Thomas G. McCollum

SLT/TAG, INC.

by: /s/ Scott L. Thomason Name: Scott L. Thomason Title: President

NOEL E. DANIELS

by: /s/ Noel E. Daniels

Name: Noel E. Daniels

NANCY D. NOBLE

by: /s/ Nancy D. Noble

Name: Nancy D. Noble

STEVE M. INZINNA

by: /s/ Steve M. Inzinna Name: Steve M. Inzinna

JOINT FILING AGREEMENT

February 14, 2006

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that the Schedule 13G attached hereto as Exhibit I (the "Schedule"), relating to the common stock, par value \$0.01 per share, of Asbury Automotive Group, Inc ('Common Stock'), is being filed with the Securities and Exchange Commission on behalf of each of them.

The undersigned hereby further agree to prepare jointly and to file timely (or otherwise to deliver, as appropriate) all amendments to the Schedule ("13G filings") with respect to their respective ownership of Common Stock, and each of them mutually covenants to the others that they will fully cooperate with each other in the preparation and timely filing of all such 13G filings.

This Joint Filing Agreement may be signed in one or more counterparts.

IN WITNESS WHEREOF, the parties hereto have executed this Joint Filing Agreement as of the date first written above.

ASBURY AUTOMOTIVE HOLDINGS L.L.C.

by: /s/ Timothy C. Collins

Name: Timothy C. Collins

RIPPLEWOOD PARTNERS L.P.

by: /s/ Timothy C. Collins Name: Timothy C. Collins

COLLINS FAMILY PARTNERS, L.P.

by: /s/ Timothy C. Collins Name: Timothy C. Collins

TIMOTHY C. COLLINS

by: /s/ Timothy C. Collins Name: Timothy C. Collins

C.V. NALLEY, III

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

THOMAS F. MCLARTY, III

by: /s/ Thomas F. McLarty, III Name: Thomas F. McLarty, III

LUTHER COGGIN

by: /s/ Luther Coggin

Name: Luther Coggin Title: Chairman of the Board, Coggin Automotive Group

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

by: /s/ Charlie Tomm and Anita Desaussure Tomm Name: Charlie Tomm and Anita Desaussure Tomm

JOHN R. CAPPS

by: /s/ John R. Capps

Name: John R. Capps

JIW ENTERPRISES IRREVOCABLE TRUST OF 2005

by: /s/ Jeffrey I. Wooley Name: Jeffrey I. Wooley

JIW FUND 1, LLC

by: /s/ Jeffrey I. Wooley Name: Jeffrey I. Wooley

DMCD AUTOS IRVING, INC.

by: /s/ David McDavid Name: David McDavid

ROBERT E. GRAY

by: /s/ Robert E. Gray

Name: Robert E. Gray Title: Chief Executive Officer

GIBSON FAMILY PARTNERSHIP, L.P.

by: /s/ Thomas R. Gibson Name: Thomas R. Gibson

THOMAS G. MCCOLLUM

by: /s/ Thomas G. McCollum Name: Thomas G. McCollum

SLT/TAG, INC.

by: /s/ Scott L. Thomason Name: Scott L. Thomason Title: President

NOEL E. DANIELS

by: /s/ Noel E. Daniels

Name: Noel E. Daniels

NANCY D. NOBLE

by: /s/ Nancy D. Noble

Name: Nancy D. Noble

STEVE M. INZINNA

by: /s/ Steve M. Inzinna Name: Steve M. Inzinna