

OMB APPROVAL

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <b>JOHNSON PHILLIP R</b>	2. Date of Event Requiring Statement (Month/Day/Year) <b>08/16/2006</b>	3. Issuer Name and Ticker or Trading Symbol <b>ASBURY AUTOMOTIVE GROUP INC [ NYSE: ABG ]</b>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>VP-Human Resources</b>	5. If Amendment, Date of Original Filed (Month/Day/Year) <b>03/13/2002</b>
(Last) (First) (Middle) <b>622 THIRD AVENUE, 37TH FLOOR</b>			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
(Street) <b>NEW YORK NY 10017</b>			
(City) (State) (Zip)			

## Table I - Non-Derivative Securities Beneficially Owned

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. 5)
Common stock, par value \$0.01 per share	5,171	D	

## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee Stock Option (Employee Right to Buy)	(1)	06/05/2010 <sup>(3)</sup>	Common stock, par value \$0.01 per share	15,517	12.89	D
Employee Stock Option (Employee Right to Buy)	(2)	03/13/2012 <sup>(3)</sup>	Common stock, par value \$0.01 per share	12,121	16.5	D

## Explanation of Responses:

- The option vested in three equal installments on June 5, 2001, 2002 and 2003.
- The option vested in three equal installments on March 13, 2003, 2004 and 2005.
- This Form 3/A is being filed to reflect the correct expiration date of the option.

## Remarks:

Phillip R. Johnson08/16/2006

\*\* 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 5 (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.