#### Edgar Filing: ASBURY AUTOMOTIVE GROUP INC - Form 4

#### ASBURY AUTOMOTIVE GROUP INC

Form 4 June 19, 2006

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

STATEMENT OF CHANGES IN 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(h) of the Investment Company Act of 1940

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading GIBSON THOMAS R Issuer

Symbol

ASBURY AUTOMOTIVE GROUP INC [NYSE: ABG]

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

\_X\_\_ 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction Director \_ Other (specify Officer (give title (Month/Day/Year) below)

810 MT. MORO ROAD 06/15/2006

> (Street) 6. Individual or Joint/Group Filing(Check 4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person \_ Form filed by More than One Reporting

VII I ANOVA DA 10095

VILLANOVA, PA 19085								Person			
	(City) (State) (Zip) Tab			e I - Non-I	) Perivative	Secui	rities Acq	uired, 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. Transactio Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		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)		
	Common stock, par value \$.01 per share	06/15/2006		Code V  M	Amount 7,309	(D)	Price \$ 16.5	· · · · ·	D		
	Common stock, par value \$.01 per share	06/15/2006		S	2,509	D	\$ 21.4	4,800	D		
	Common stock, par value \$.01 per share	06/15/2006		S	800	D	\$ 21.41	4,000	D		

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	Common stock, par value \$.01 per share	06/15/200	6	S	500	D \$	§ 21.42	3,500	D			
	Common stock, par value \$.01 per share	06/15/200	6	S	2,200	D \$	§ 21.44	1,300	D			
	Common stock, par value \$.01 per share	06/15/200	6	S	1,300	D \$	§ 21.45	0	D			
	Common stock, par value \$.01 per share							33,840	I	By the Gibson Family Partnersip L.P. (1)	,	
	Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  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 control number.  SEC 1474  (9-02)											
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)	Code	Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Code V			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

M

7,309

(2)

12/03/2011

Employee

\$ 16.5

06/15/2006

Stock

buy)

Option (right to

7,309

Common

stock, par

value

\$0.01 per

share

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

GIBSON THOMAS R
810 MT. MORO ROAD

VILLANOVA, PA 19085

# **Signatures**

Lynne A. Burgess, Attorney-in-Fact 06/19/2006

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* 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).
- These shares are held by the Gibson Family Partnership, L.P. Mr. Gibson is the General Partner of the Gibson Family Partnership, L.P. and thus has beneficial ownership of such shares.
- (2) The option vested in three equal installments beginning on December 3, 2002.

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.

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