

ASBURY AUTOMOTIVE GROUP INC
Form 4
April 07, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SLT/TAG Inc.

2. Issuer Name and Ticker or Trading Symbol
ASBURY AUTOMOTIVE GROUP INC [NYSE: ABG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/05/2005

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

C/O MORRIS GALEN, TONKEN
TORP L.L.P., 1600 PIONEER
TOWER, 888 SW FIFTH AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

PORTLAND, OR 97204

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common stock, par value \$0.01 per share | 04/05/2005 | | S | | 300 | D | \$ 14.85 308,300 D |
| Common stock, par value \$0.01 per share | 04/05/2005 | | S | | 400 | D | \$ 14.98 307,900 D |
| Common stock, par | 04/05/2005 | | S | | 900 | D | \$ 15 307,000 D |

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| | | | | | | | |
|---|------------|---|-------|---|-------------|---------|---|
| value \$0.01 per share | | | | | | | |
| Common stock, par value \$0.01 per share | 04/05/2005 | S | 1,100 | D | \$ 15.01 | 305,900 | D |
| Common stock, par value \$0.01 per share | 04/05/2005 | S | 800 | D | \$ 15.02 | 305,100 | D |
| Common stock, par value \$0.01 per share | 04/05/2005 | S | 2,000 | D | \$ 15.03 | 303,100 | D |
| Common stock, par value \$0.01 per share | 04/05/2005 | S | 500 | D | \$ 15.04 | 302,600 | D |
| Common stock, par value \$0.01 per share | 04/05/2005 | S | 400 | D | \$ 15.05 | 302,200 | D |
| Common stock, par value \$0.01 per share | 04/05/2005 | S | 300 | D | \$ 15.06 | 301,900 | D |
| Common stock, par value \$0.01 per share | 04/05/2005 | S | 2,200 | D | \$ 15.07 | 299,700 | D |
| Common stock, par value \$0.01 per share | 04/05/2005 | S | 1,500 | D | \$ 15.08 | 298,200 | D |
| Common stock, par value \$0.01 per share | 04/05/2005 | S | 1,300 | D | \$ 15.09 | 296,900 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|----------------------------|---|-----|-----|
| | | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| | | | | | | | | | | Code | V | (A) | (D) |
| | | | | | | | | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SLT/TAG Inc. C/O MORRIS GALEN, TONKEN TORP L.L.P. 1600 PIONEER TOWER, 888 SW FIFTH AVENUE PORTLAND, OR 97204 | | | X | |

Signatures

Lynne A. Burgess,
Attorney-in-Fact 04/07/2005

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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