

GIBSON THOMAS R
Form 4
October 12, 2006

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 *
GIBSON THOMAS R

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)
810 MT. MORO ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/12/2006

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

VILLANOVA, PA 19085

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

(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		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	(A) or (D)			
Common stock, par value \$0.01 per share	10/12/2006		M		10,000	A	\$ 16.5	10,000	D
Common stock, par value \$0.01 per share	10/12/2006		S		10,000	D	\$ 22.28	0	D
Common stock, par value \$0.01 per share	10/12/2006		M		10,000	A	\$ 16.5	10,000	D

value
\$0.01 per
share

Common
stock, par
value 10/12/2006
\$0.01 per
share

S 10,000 D \$ 22.5 0 D

Common
stock, par
value
\$0.01 per
share

33,840 I

By the
Gibson
Family
Partnership,
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.

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(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)	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 16.5	10/12/2006		M	10,000	⁽²⁾ 12/03/2011	Common stock, par value \$0.01 per share 10,000
Employee Stock Option (right to buy)	\$ 16.5	10/12/2006		M	10,000	⁽²⁾ 12/03/2011	Common stock, par value \$0.01 per share 10,000

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director 10% Owner Officer Other

GIBSON THOMAS R
810 MT. MORO ROAD
VILLANOVA, PA 19085

X

Signatures

Lynne A. Burgess,
Attorney-in-Fact

10/12/2006

**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).
- (1) 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.