

ASBURY AUTOMOTIVE GROUP INC
Form 4
April 12, 2007

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 *
FS EQUITY PARTNERS IV LP

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)
04/10/2007

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

C/O FREEMAN SPOGLI & CO., 11100 SANTA MONICA BLVD, SUITE 1900

(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

LOS ANGELES, CA 90025

(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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common stock, par value \$.01 per share | 04/10/2007 | | S | | 1,125,276 | D | \$ 27.37 (1) |
| | | | | | | | 2,206,771 (2) (3) |
| Common stock, par value \$.01 per share | 04/10/2007 | | S | | 71,965 | D | \$ 23.73 (1) |
| | | | | | | | 141,131 |
| | | | | | | | I |
| | | | | | | | By FS Asbury Inc. (4) |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FS EQUITY PARTNERS IV LP C/O FREEMAN SPOGLI & CO. 11100 SANTA MONICA BLVD, SUITE 1900 LOS ANGELES, CA 90025 | | X | | |
| FS CAPITAL PARTNERS LLC C/O FREEMAN SPOGLI & CO. 11100 SANTA MONICA, BLVD., SUITE 1900 LOS ANGELES, CA 20025 | | X | | |

Signatures

Lynne A. Burgess,
Attorney-in-Fact

04/11/2007

**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) The shares were sold in an underwritten offering to the public at a price of \$27.37 per share.
 - (2) FS Equity Partners IV, L.P., a Delaware limited partnership (the "Partnership") sold these shares with other affiliates and affiliated funds of Freeman Spogli & Co. in the underwritten offering. FS Capital Partners, L.L.C., a California limited liability company (the "General Partner"), is the sole general partner of the Partnership. The General Partner disclaims beneficial ownership of the shares held by the

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Partnership, except to the extent of its pecuniary interest therein.

- (3) John M. Roth is a director of the Issuer. Mr. Roth is a member and director of the General Partner. Mr. Roth disclaims beneficial ownership of the shares held by the General Partner, except to the extent of his indirect pecuniary interests therein.
- (4) FS Asbury Inc., a Delaware corporation ("FS Asbury"), sold these shares with other funds affiliated with Freeman Spogli & Co. The Partnership is the sole stockholder of FS Asbury and beneficially owns all of the Issuer's shares held by FS Asbury.

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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