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ASBURY AUTOMOTIVE GROUP INC

Form 4

January 04, 2007

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

OMB

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31,

OMB APPROVAL

subject to Section 16. Form 4 or

Expires: 2005 Estimated average

0.5

SECURITIES

burden hours per response...

Form 5 obligations may continue.

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 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **ASBURY AUTOMOTIVE**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

HOLDINGS LLC

ASBURY AUTOMOTIVE GROUP INC [NYSE:ABG]

(Check all applicable)

(Month/Day/Year) 12/29/2006

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

C/O RIPPLEWOOD

HOLDINGS, ONE ROCKEFELLER

(Street)

(First)

PLAZA, 32ND FLOOR

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

J(1)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10020

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities Acquired (A) 5. Amount of Transactionr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported

(A) or

Transaction(s) (Instr. 4)

(Instr. 3 and 4) Price

Common stock, par

value 09/29/2006 Code V Amount (D)

5,922,187 D

\$0 $0^{(2)}$

D

\$0.01 per share

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

7. Nature of Indirect

Beneficial

Ownership

(Instr. 4)

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative Securities				Securities (Instr. 3 and 4)		(Instr. 5)	Bene
		Derivative										Owne
		Security				Acquired						Follo
						(A) or						Repo
						Disposed						Trans
					of (D)							(Instr
						(Instr. 3,						
					4, and 5)							
										Amount		
							Exercisable Date	Expiration		or Number		
								Date		of		
					Code V	(A) (D)		Shares				
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ASBURY AUTOMOTIVE HOLDINGS LLC C/O RIPPLEWOOD HOLDINGS ONE ROCKEFELLER PLAZA, 32ND FLOOR NEW YORK, NY 10020

X

Signatures

Christopher Minnetian, Vice President, Treasurer & Secretary

12/29/2006

**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) The reporting person, a limited liability company, distributed its shares of the Issuer's common stock to its members.
- This Form 4 is being filed because the reporting person is no longer subject to Section 16 as it is no longer part of a group, as defined in Section 13(d) of the Exchange Act. The voting arrangements in a shareholders agreement to which the reporting person is a party, which caused the reporting person to be part of a group, have expired. Further, the reporting person is no longer a party to such shareholders agreement.

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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