

ASBURY AUTOMOTIVE GROUP INC
Form 4
July 27, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
COGGIN LUTHER

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)
4306 PABLO OAKS COURT,
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/26/2006

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

JACKSONVILLE, FL 32224

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 (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 \$0.01 per share | 07/26/2006 | | S | | 2,000 | D | \$ 20.9 | 95,400 | I | By The Luther W. Coggin Revocable Trust U/A 12/13/94 ⁽¹⁾ |
| Common stock, par value \$0.01 per share | 07/26/2006 | | S | | 2,000 | D | \$ 20.78 | 93,400 | I | By The Luther W. Coggin Revocable Trust U/A 12/13/94 ⁽¹⁾ |

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| | | | | | | | | |
|--|------------|---|-------|---|----------|--------|---|---|
| Common stock, par value \$0.01 per share | 07/26/2006 | S | 2,000 | D | \$ 20.72 | 91,400 | I | By The Luther W. Coggin Revocable Trust U/A 12/13/94 ⁽¹⁾ |
| Common stock, par value \$0.01 per share | 07/26/2006 | S | 500 | D | \$ 20.96 | 90,900 | I | By The Luther W. Coggin Revocable Trust U/A 12/13/94 ⁽¹⁾ |
| Common stock, par value \$0.01 per share | 07/26/2006 | S | 2,000 | D | \$ 20.73 | 88,900 | I | By The Luther W. Coggin Revocable Trust U/A 12/13/94 ⁽¹⁾ |
| Common stock, par value \$0.01 per share | 07/26/2006 | S | 1,000 | D | \$ 20.88 | 87,900 | I | By The Luther W. Coggin Revocable Trust U/A 12/13/94 ⁽¹⁾ |
| Common stock, par value \$0.01 per share | 07/26/2006 | S | 1,000 | D | \$ 20.65 | 86,900 | I | By The Luther W. Coggin Revocable Trust U/A 12/13/94 ⁽¹⁾ |
| Common stock, par value \$0.01 per share | 07/26/2006 | S | 1,000 | D | \$ 20.83 | 85,900 | I | By The Luther W. Coggin Revocable Trust U/A 12/13/94 ⁽¹⁾ |
| Common stock, par value \$0.01 per share | 07/26/2006 | S | 500 | D | \$ 20.94 | 85,400 | I | By The Luther W. Coggin Revocable Trust U/A 12/13/94 ⁽¹⁾ |
| Common stock, par value \$0.01 per share | 07/26/2006 | S | 1,000 | D | \$ 20.92 | 84,400 | I | By The Luther W. Coggin Revocable Trust U/A |

| | | | | | | | | |
|--|------------|---|-------|---|----------|--------|---|--|
| Common stock, par value \$0.01 per share | 07/26/2006 | S | 1,000 | D | \$ 20.87 | 83,400 | I | 12/13/94 ⁽¹⁾ By The Luther W. Coggin Revocable Trust U/A 12/13/94 ⁽¹⁾ |
| Common stock, par value \$0.01 per share | 07/26/2006 | S | 3,000 | D | \$ 20.7 | 80,400 | I | 12/13/94 ⁽¹⁾ By The Luther W. Coggin Revocable Trust U/A 12/13/94 ⁽¹⁾ |

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

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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. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | 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 |
| COGGIN LUTHER 4306 PABLO OAKS COURT JACKSONVILLE, FL 32224 | | X | | |
| Luther Coggin Revocable Trust U/A 12/13/94 C/O COGGIN AUTOMOTIVE GROUP | | X | | |

4306 PABLO OAKS COURT
JACKSONVILLE, FL 32224

Signatures

Lynne A. Burgess,
Attorney-in-Fact

07/27/2006

 **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) Luther W. Coggin is the trustee of The Luther W. Coggin Revocable Trust

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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