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ASBURY AUTOMOTIVE GROUP INC

Form 4

March 04, 2005

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

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OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 5

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

1(b).

(Last)

(City)

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

below)

Symbol

ASBURY AUTOMOTIVE GROUP INC [NYSE: ABG]

(Check all applicable)

(First) (Middle)

(Zip)

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

03/02/2005

Director Officer (give title

X 10% Owner Other (specify

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

(State)

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

PORTLAND, OR 97204

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Common stock, par

03/02/2005

D

D

(A)

Transaction(s) (Instr. 3 and 4)

per share

value \$0.01

Common

stock, par 03/02/2005 value \$0.01

S

S

300

1,000

Code V Amount (D)

Price

\$ 15.3 456,600

456,300

456,100

D

D

D

per share Common

stock, par

03/02/2005

S 200

15.32

\$

1

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value \$0.01 per share							
Common stock, par value \$0.01 per share	03/02/2005	S	300	D	\$ 15.4	455,800	D
Common stock, par value \$0.01 per share	03/02/2005	S	500	D	\$ 15.43	455,300	D
Common stock, par value \$0.01 per share	03/02/2005	S	500	D	\$ 15.44	454,800	D
Common stock, par value \$0.01 per share	03/02/2005	S	1,000	D	\$ 15.45	453,800	D
Common stock, par value \$0.01 per share	03/02/2005	S	200	D	\$ 15.47	453,600	D
Common stock, par value \$0.01 per share	03/02/2005	S	3,000	D	\$ 15.5	450,600	D
Common stock, par value \$0.01 per share	03/02/2005	S	500	D	\$ 15.52	450,100	D
Common stock, par value \$0.01 per share	03/02/2005	S	1,500	D	\$ 15.53	448,600	D
Common stock, par value \$0.01 per share	03/02/2005	S	1,300	D	\$ 15.54	447,300	D
Common stock, par value \$0.01 per share	03/02/2005	S	200	D	\$ 15.55	447,100	D
Common stock, par value \$0.01	03/02/2005	S	500	D	\$ 15.56	446,600	D

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per share							
Common stock, par value \$0.01 per share	03/02/2005	S	1,500	D	\$ 15.58	445,100	D
Common stock, par value \$0.01 per share	03/02/2005	S	500	D	\$ 15.59	444,600	D
Common stock, par value \$0.01 per share	03/02/2005	S	400	D	\$ 15.62	444,200	D
Common stock, par value \$0.01 per share	03/02/2005	S	800	D	\$ 15.63	443,400	D
Common stock, par value \$0.01 per share	03/02/2005	S	800	D	\$ 15.64	442,600	D

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

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SEC 1474 (9-02)

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 Exer	cisable and	7. Title and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration D	ate	Amount of	Derivative
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Underlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivativ	re		Securities	(Instr. 5)
	Derivative				Securities	S		(Instr. 3 and 4)	
	Security				Acquired				
	•				(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
								Amoun	İ.
						Date	Expiration	or	
						Exercisable	*	Title Number	•
						Z.icicisuoic I	2	of	
				Code	V (A) (D)			Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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



Signatures

Reporting Person

Philip R.

Johnson 03/04/2005

**Signature of 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. 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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