

JORDAN VERNON E JR
Form 4
May 01, 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 *
JORDAN VERNON E JR

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)
04/30/2007

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

C/O LAZARD FRERES & CO.
LLC, 30 ROCKEFELLER CENTER,
62ND FLOOR

(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

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 (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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common stock, par value \$.01 per share | 04/30/2007 | | M | 3,000 | A \$ 17.28 | 3,000 | D |
| Common stock, par value \$.01 per share | 04/30/2007 | | M | 5,000 | A \$ 10.4 | 8,000 | D |
| Common stock, par | 04/30/2007 | | M | 3,333 | A \$ 14.33 | 11,333 | D |

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| | | | | | | | |
|--|------------|---|-------|---|-------------|--------|---|
| value \$.01 per share | | | | | | | |
| Common stock, par value \$.01 per share | 04/30/2007 | M | 1,666 | A | \$ 14.06 | 12,999 | D |
| Common stock, par value \$.01 per share | 04/30/2007 | S | 900 | D | \$ 29.9 | 12,099 | D |
| Common stock, par value \$.01 per share | 04/30/2007 | S | 900 | D | \$ 29.85 | 11,199 | D |
| Common stock, par value \$.01 per share | 04/30/2007 | S | 1,200 | D | \$ 29.84 | 9,999 | D |
| Common stock, par value \$.01 per share | 04/30/2007 | S | 700 | D | \$ 29.88 | 9,299 | D |
| Common stock, par value \$.01 per share | 04/30/2007 | S | 300 | D | \$ 29.83 | 8,999 | D |
| Common stock, par value \$.01 per share | 04/30/2007 | S | 1,600 | D | \$ 29.82 | 7,399 | D |
| Common stock, par value \$.01 per share | 04/30/2007 | S | 2,400 | D | \$ 29.81 | 4,999 | D |
| Common stock, par value \$.01 per share | 04/30/2007 | S | 900 | D | \$ 29.81 | 4,099 | D |
| Common stock, par value \$.01 per share | 04/30/2007 | S | 1,499 | D | \$ 29.8 | 2,600 | D |
| Common stock, par value \$.01 | 04/30/2007 | S | 500 | D | \$ 29.78 | 2,100 | D |

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per share

Common stock, par value \$.01 per share

04/30/2007

S

1,500

D

\$ 29.75 600

D

Common stock, par value \$.01 per share

04/30/2007

S

600

D

\$ 29.74 0

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 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. I | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |
| Stock Option (right to buy) | \$ 17.28 | 04/30/2007 | | M | 3,000 | <u>(1)</u> | 04/19/2012 | Common stock, par value \$.01 per share | 3,000 |
| Stock Option (right to buy) | \$ 10.4 | 04/30/2007 | | M | 5,000 | <u>(2)</u> | 05/12/2013 | Common stock, par value \$.01 per share | 5,000 |
| Stock Option (right to buy) | \$ 14.33 | 04/30/2007 | | M | 3,333 | <u>(3)</u> | 06/07/2014 | Common stock, par value \$.01 per share | 3,333 |
| | \$ 14.06 | 04/30/2007 | | M | 1,666 | <u>(4)</u> | 05/09/2015 | | 1,666 |

Stock
Option
(right to
buy)

Common
stock, par
value
\$.01 per
share

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JORDAN VERNON E JR C/O LAZARD FRERES & CO. LLC 30 ROCKEFELLER CENTER, 62ND FLOOR NEW YORK, NY 10020 | X | | | |

Signatures

Lynne A. Burgess,
Attorney-in-Fact

05/01/2007

__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 option vested in three equal installments beginning on April 19, 2003.
- (2) The option vested in three equal installments beginning on May 12, 2004.
- (3) The option vests in three equal installments beginning on June 7, 2005.
- (4) The option vests in three equal installments beginning on May 9, 2006.

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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