

ASBURY AUTOMOTIVE GROUP INC
 Form 3
 December 02, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>SLT/TAG Inc.</p> <p>(Last) (First) (Middle)</p> <p>C/O MORRIS GALEN, TONKEN TORP L.L.P., 1600 PIONEER TOWER, 888 SW FIFTH AVENUE</p> <p>(Street)</p> <p>PORTLAND, OR 97204</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/30/2004</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ASBURY AUTOMOTIVE GROUP INC [NYSE: ABG]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	1,110,819 ⁽¹⁾	D	À

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

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

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Signatures

Lynne A. Burgess,
 Attorney-in-Fact 12/02/2004

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) SLT/TAG Inc. ("SLT/TAG") acquired these 1,110,819 shares of common stock of Asbury Automotive Group, Inc. (the "Company") from a distribution by its affiliate, Dealer Group, LLC ("Dealer Group"). Dealer Group dissolved and distributed its assets to its members on November 30, 2004. SLT/TAG could be deemed to be part of a group as defined in Section 13(d) of the Exchange Act that owns approximately 79% of the Company's outstanding common stock based on voting arrangements in a shareholders agreement, to which Dealer Group was a party and to which SLT/TAG is now a party. SLT/TAG expressly disclaims beneficial ownership of shares of the Company's common stock beneficially owned by all other parties to the 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.