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ASBURY AUTOMOTIVE GROUP INC

Form 4

October 03, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB

3235-0287 Number: January 31, Expires:

2005

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

Form 5 obligations may continue.

Check this box

if no longer

subject to

Section 16.

Form 4 or

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)

stock, par

\$0.01 per

value

share

(Print or Type Responses)

1. Name and Address of Reporting Person * FS EQUITY PARTNERS IV LP

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ASBURY AUTOMOTIVE GROUP

(Check all applicable)

INC [NYSE:ABG]

3. Date of Earliest Transaction (Month/Day/Year) 09/29/2006

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

C/O FREEMAN SPOGLI & CO., 11100 SANTA MONICA **BOULEVARD, SUITE 1900**

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

I

Person

17.67 3,545,143

\$

(1)

LOS ANGELES, CA 20025

09/29/2006

(City)	(State)	(Zip) Tal	ble I - Non-	Derivative S	Securities	s Acqu	ired, Disposed o	of, or Benefic	ially 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 oner Disposed (Instr. 3, 4 a	(A) or	` '	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)
Common stock par					•				By Asbury

103,954 D

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

S

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Automotive

Holdings,

LLC (2) (3)

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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. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	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	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting of their runner, radiress	Director	10% Owner	Officer	Other		
FS EQUITY PARTNERS IV LP C/O FREEMAN SPOGLI & CO. 11100 SANTA MONICA BOULEVARD, SUITE 1900 LOS ANGELES, CA 20025		X				
FS CAPITAL PARTNERS LLC C/O FREEMAN SPOGLI & CO. 11100 SANTA MONICA BOULEVARD, SUITE 1900 LOS ANGELES, CA 20025		X				

Signatures

Lynne A. Burgess, Attorney-in-Fact

**Signature of Reporting Person Da

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 shares were sold in an underwritten offering to the public at a price of \$18.50 per share (the "Public Offering Price"). The \$17.67 price per share realized by the Reporting Person is equal to the Public Offering Price net of an underwriting discount of \$0.83 per share.
 - This Form 4 is being filed by more than one reporting person. Asbury Automotive Holdings, L.L.C., a Delaware limited liability company ("Asbury LLC"), is the record holder of the securities reported on this Form 4 (the "FS Shares"). Pursuant to its limited liability company agreement, Asbury LLC holds the FS Shares for the benefit of FS Equity Partners IV, L.P., a Delaware limited partnership (the
- (2) company agreement, Asbury LLC holds the FS Shares for the benefit of FS Equity Partners IV, L.P., a Delaware limited partnership (the "Partnership"), which holds a membership interest in Asbury LLC. FS Capital Partners LLC, a California limited liability company, (the "General Partner"), is the sole general partner of the Partnership. The General Partner disclaims beneficial ownership of the FS Shares except to the extent of its pecuniary interest therein.

Reporting Owners 2

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John M. Roth is a director of both Asbury LLC and Asbury Automotive Group, Inc. Mr. Roth is a member and director of the General (3) Partner. Mr. Roth disclaims beneficial ownership of the FS Shares owned by the General Partner, except to the extent of his indirect pecuniary interest therein.

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.