

ASBURY AUTOMOTIVE GROUP INC
 Form 4
 December 02, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 SILVERIO STEPHEN M

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)
 11/30/2004

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

71 BEACH COTTAGE LANE

(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

ATLANTIC BEACH, FL 32233

(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				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)	
			Code	V	Amount	(A) or (D)				Price
Common stock, par value \$0.01 per share	11/30/2004		M		16,666	A	\$ 11.63	19,666	D	
Common stock, par value \$0.01 per share	11/30/2004		S		700	D	\$ 13.59	18,966	D	
Common stock, par value \$0.01 per share	11/30/2004		S		600	D	\$ 13.62	18,366	D	

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Common stock, par value \$0.01 per share	11/30/2004	S	100	D	\$ 13.63	18,266	D
Common stock, par value \$0.01 per share	11/30/2004	S	100	D	\$ 13.64	18,166	D
Common stock, par value \$0.01 per share	11/30/2004	S	500	D	\$ 13.65	17,666	D
Common stock, par value \$0.01 per share	11/30/2004	S	1,300	D	\$ 13.66	16,366	D
Common stock, par value \$0.01 per share	11/30/2004	S	200	D	\$ 13.67	16,166	D
Common stock, par value \$0.01 per share	11/30/2004	S	1,500	D	\$ 13.7	14,666	D
Common stock, par value \$0.01 per share	11/30/2004	S	3,800	D	\$ 13.71	10,866	D
Common stock, par value \$0.01 per share	11/30/2004	S	1,000	D	\$ 13.72	9,866	D
Common stock, par value \$0.01 per share	11/30/2004	S	4,166	D	\$ 13.73	5,700	D
Common stock, par value \$0.01 per share	11/30/2004	S	900	D	\$ 13.74	4,800	D
Common stock, par value \$0.01 per share	11/30/2004	S	1,600	D	\$ 13.75	3,200	D
	11/30/2004	S	1,200	D		2,000	D

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Common stock, par value \$0.01 per share					\$ 13.76		
Common stock, par value \$0.01 per share	11/30/2004	S	200	D	\$ 13.77	1,800	D
Common stock, par value \$0.01 per share	11/30/2004	S	200	D	\$ 13.78	1,600	D
Common stock, par value \$0.01 per share	11/30/2004	S	700	D	\$ 13.81	900	D
Common stock, par value \$0.01 per share	11/30/2004	S	300	D	\$ 13.84	600	D
Common stock, par value \$0.01 per share	11/30/2004	S	100	D	\$ 13.87	500	D
Common stock, par value \$0.01 per share	11/30/2004	S	500	D	\$ 13.91	0	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

Common
stock, par
value
\$0.01 per
share
(right to
buy)

\$ 11.63

11/30/2004

M

16,666
(1)

05/27/2004⁽¹⁾

11/30/2004

Common
stock, par
value
\$0.01 per
share

16,66

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SILVERIO STEPHEN M
71 BEACH COTTAGE LANE
ATLANTIC BEACH, FL 32233

X

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 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).

Although it was previously reported that Mr. Silverio received a grant of an option to purchase 50,000 shares of the common stock of (1) Asbury Automotive Group, Inc. (the "Company"), upon the termination of his employment with the Company on August 31, 2004, only 1/3 of the 50,000 shares had vested and the unvested portion of the option terminated at that time.

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.