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ASBURY AUTOMOTIVE GROUP INC

Form 4

September 26, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 5 obligations may continue.

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * FS EQUITY PARTNERS INTERNATIONAL L P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ASBURY AUTOMOTIVE GROUP INC [NYSE:ABG]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Zip)

(Month/Day/Year) 09/22/2006

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

C/O PAGET-BROWN & COMPANY, LTD., WEST WINDS BUILDING, THIRD FLOOR

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

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

6. Individual or Joint/Group Filing(Check

GRAND CAYMAN, E9

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(State)

4. Securities Acquired Execution Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Code V

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

7. Nature of 5. Amount of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) (I)

I

Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) (D) Price

Common stock, par

\$0.01 per

value

share

(City)

(Instr. 3)

09/22/2006

S 39.119 D

Amount

\$ 17.67 95,385 (1)

By Asbury Automotive **Holdings**

LLC (2) (3)

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

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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. Titl | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------------|------------|---------------|-------------|---------|--------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration D | ation Date | | 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 | | | (Instr. | 3 and 4) | | Owne |
| | Security | Security Acquired | | | | | | | | Follo | |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | Title | Or | | |
| | | | | | | Exercisable | Date | | Number of | | |
| | | | | Codo V | (A) (D) | | | | | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| FS EQUITY PARTNERS INTERNATIONAL L P C/O PAGET-BROWN & COMPANY, LTD. WEST WINDS BUILDING, THIRD FLOOR GRAND CAYMAN, E9 | | X | | | | | |
| FS INTERNATIONAL HOLDINGS LTD C/O PAGET-BROWN & COMPANY, LTD. WEST WINDS BUILDING, THIRD FLOOR GRAND CAYMAN, E9 | | X | | | | | |

Signatures

Philip R.

Johnson 09/22/2006

**Signature of Date
Reporting Person

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.
- (2) 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 holding 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 F.S. Equity Partners International, L.P., a Delaware limited partnership (the "Partnership"), which holds a membership interest in Asbury LLC. FS&Co. International, L.P., a Cayman Islands limited partnership (the "General Partner"), is the sole general partner of the Partnership. FS International Holdings Limited, a Cayman

Reporting Owners 2

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Island exempted company limited by shares ("FS International Holdings"), is the sole general partner of the General Partner. Each of the General Partner and FS International Holdings disclaim beneficial ownership of the FS Shares except to the extent of their indirect pecuniary interest therein.

John M. Roth is a director of Asbury Automotive Group, Inc. Mr. Roth is a director, officer and shareholder of FS International Holdings.

(3) Mr. Roth disclaims beneficial ownership of the FS Shares indirectly owned by FS International Holdings, except to the extent of his individual indirect pecuniary interests 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.