NALLEY C V III
Form 3
March 21, 2003

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 3

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(f) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person*

Nalley, III	C.	V.
(Last)	(First)	(Middle)

87 West Paces Ferry Road, NW

(Street)

Atlanta	GA	30305-1350
(City)	(State)	(Zip)

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2. Date of Event Requiring Statement (Month/Day/Year)

3/13/02

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3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

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4. Issuer Name and Ticker or Trading Symbol

Asbury Automotive Group, Inc. [NYSE: ABG]

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5. Relationship of Reporting Person to Issuer
(Check all applicable)

[_] Director [x] 10% Owner
[_] Officer (give title below) [_] Other (specify below)

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6. If Amendment, Date of Original (Month/Day/Year)

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7. Individual or Joint/Group Filing (Check applicable line)

[X] Form Filed by One Reporting Person

[_] Form Filed by More than One Reporting Person

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 (Instr.
Common Stock, par value $0.01 per share	1,135,759(1)	(D)	
Common Stock, par value $0.01 per share	225,000(1)(2)	[I}	By Grat

(1) C.V. Nalley, III could be deemed to be part of a group as defined in Section 13(d) of the Securities Exchange Act of 1934 that owns approximately 77.8% of the outstanding common stock of Asbury Automotive Group, Inc. based on voting arrangements in a shareholders agreement. C.V. Nalley, III expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the shareholders agreement except to the extent of his pecuniary interest therein.
(2) C.V. Nalley, III transferred 225,000 shares to The 2003 Nalley Annuity Trust as of February 28, 2003. This transaction is exempt from Section 16 of the Securities Exchange Act of 1934 pursuant to Rule 16a-13.

* If the Form is filed by more than one Reporting Person, see Instruction 5(b)(v).

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

(Print of Type Responses)

(Over)

FORM 3 (continued)

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

2. Date Exercisable	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

1. Title of Derivative Security (Instr. 4)	and Expiration Date (Month/Day/Year) Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares	4. Conve sion Exerc Price Deriv Secur

Explanation of Responses:

/s/ C. V. Nalley, III 3/07/03

**Signature of Reporting Person Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

(Print of Type Responses)