

CAPPS JOHN R
Form 5
February 02, 2006

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
CAPPS JOHN R

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

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

11830 OLIVE BOULEVARD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

CREVE COEUR, MO 63171

(City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (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 value \$.01 per share	08/01/2005	Â	S	700 ⁽¹⁾ D	\$ 17.21 210,300	D	Â
Common stock, par value \$.01 per share	08/01/2005	Â	S	100 ⁽¹⁾ D	\$ 17.17 210,300	D	Â
	08/01/2005	Â	S	100 ⁽¹⁾ D	210,300	D	Â

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Common stock, par value \$.01 per share						\$ 17.18			
Common stock, par value \$.01 per share	08/01/2005	Â	S	400 <u>(1)</u>	D	\$ 17.2	210,300	D	Â
Common stock, par value \$.01 per share	08/01/2005	Â	S	500 <u>(1)</u>	D	\$ 17.34	210,300	D	Â
Common stock, par value \$.01 per share	08/01/2005	Â	S	1,100 <u>(1)</u>	D	\$ 17.23	210,300	D	Â
Common stock, par value \$.01 per share	08/01/2005	Â	S	200 <u>(1)</u>	D	\$ 17.25	210,300	D	Â
Common stock, par value \$.01 per share	08/01/2005	Â	S	100 <u>(1)</u>	D	\$ 17.26	210,300	D	Â
Common stock, par value \$.01 per share	08/01/2005	Â	S	400 <u>(1)</u>	D	\$ 17.29	210,300	D	Â
Common stock, par value \$.01 per share	08/01/2005	Â	S	100 <u>(1)</u>	D	\$ 17.3	210,300	D	Â
Common stock, par value \$.01 per share	08/01/2005	Â	S	600 <u>(1)</u>	D	\$ 17.31	210,300	D	Â
Common stock, par value \$.01 per share	08/01/2005	Â	S	200 <u>(1)</u>	D	\$ 17.32	210,300	D	Â
Common stock, par value \$.01 per share	08/01/2005	Â	S	300 <u>(1)</u>	D	\$ 17.19	210,300	D	Â
	06/06/2005	Â	S	300 <u>(2)</u>	D		210,300 <u>(3)</u>	D	Â

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Common stock, par value \$0.01 per share \$ 14.75

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

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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)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is F (I
						Date Exercisable (A) (D)	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAPPS JOHN R 11830 OLIVE BOULEVARD CREVE COEUR, MO 63171	Â	Â X	Â	Â

Signatures

Lynne A. Burgess,
Attorney-in-Fact 02/02/2006

 **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).
- (1) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 9, 2005.
- (2) On June 8, 2005, it was erroneously reported in a Form 4 that the reporting person sold 6,000 shares of the Issuer's common stock at \$14.75 per share on June 6, 2005; the reporting person actually sold 3,000 shares of the Issuer's common stock at \$14.75 on June 6, 2005.
- (3) On a Form 4 filed for the reporting person on June 8, 2005, it was erroneously reported that the reporting person sold 6,000 shares of the Issuer's common stock on June 6, 2005 at \$14.75 per share instead of 3,000 shares at such price. See Footnote 2 above. In addition, on August 1, 2005, the reporting person sold 10,000 shares of the Issuer's common stock pursuant to a Rule 10b5-1 trading plan adopted by

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the reporting person on June 9, 2005, but only 5,200 shares of that sale was reported in the Form 4 filed on August 3, 2005. As such, this Form 5 is being filed to report the remaining 4,800 shares that were sold by the reporting person on August 1, 2005. As a result of these two reporting errors, the reporting person reported that he owned 212,100 shares of the Issuer's common stock as of December 5, 2005, the last Section 16 report filed by him for the year ended 2005. However, the reporting person actually held 210,300 at December 31, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.