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ASBURY AUTOMOTIVE GROUP INC

Form 4

December 02, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB APPROVAL			
. 011111	UNITED S	STATES			AND EXCHANG , D.C. 20549	SE COMM	ISSION	OMB Number:	3235-0287	
Check this if no long subject to	IENT O	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: January 3 200 Estimated average			
Section 16 Form 4 or	4 or						burden hour response	rs per 0.5		
Form 5 obligations may continue. See Instruction 1(b). 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 R	esponses)									
1. Name and Address of Reporting Person * 2. Issuer N SILVERIO STEPHEN M Symbol				Ing			5. Relationship of Reporting Person(s) to Issuer			
			ASBUR INC [N	OMOTIVE GROU G]	UP	(Check all applicable)				
(Last)	(First) (N	Middle)	3. Date of (Month/D	f Earliest Tr	ransaction		rirector officer (give	X 10% title Othe	Owner r (specify	
71 BEACH	COTTAGE LAN	Œ	11/30/2004				below) below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ATLANTIC	BEACH, FL 322	233				Forn Person	n filed by M	Iore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative Securities	s Acquired, D	isposed of	, or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	ned n Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acqui on(A) or Disposed of (Instr. 3, 4 and 5)		icially d	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(IIIstr. 4)	
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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(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)	Code	Sec Sec O Acc or I (D) (Ins	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	/ (A)) ((D)	Date Exercisable	Expiration Date	Title	Amour or Numbe

of Shar

Common stock, par value \$0.01 per	\$ 11.63	11/30/2004	M	16,666 (1)	05/27/2004(1)	11/30/2004		16,66
share (right to buy)				<u>(1)</u>			\$0.01 per share	

Reporting Owners

Reporting Owner Name / Address		Relationsh	ips	
	Director	10% Owner	Officer	Other
SILVERIO STEPHEN M 71 BEACH COTTAGE LANE ATLANTIC BEACH, FL 32233		X		

Signatures

Lynne A. Burgess, Attorney-in-Fact

**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.

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