

ASBURY AUTOMOTIVE GROUP INC

Form 4

November 08, 2004

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

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

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COGGIN LUTHER

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)
4306 PABLO OAKS COURT
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/04/2004

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

JACKSONVILLE, FL 32224

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
____ Form filed by More than One Reporting
Person

(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 (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	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 Indirect Beneficial Ownership (Instr. 4)
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Common
Stock, par
value \$0.01
per share

11/04/2004

G V 7,900 D (1) 453,521 (2) (3) I

By Self as
Trustee for
The Luther
Coggin
Revocable
Trust; By
Trust (2)(3)

Common
Stock, par
value \$0.01
per share

11/04/2004

G V 100 D (1) 453,421 (2) (3) I

By Self as
Trustee for
The Luther
Coggin
Revocable

Trust; By
Trust (2)(3)

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)	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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COGGIN LUTHER 4306 PABLO OAKS COURT JACKSONVILLE, FL 32224		X		

Signatures

Lynne A. Burgess,
Attorney-in-Fact 11/08/2004

__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).

(1) Bona fide gift.

The Luther Coggin Revocable Trust U/A 12/13/94, acquired 108,405 shares of common stock of Asbury Automotive Group, Inc. (the "Company"), upon the termination of the Tracie C. Hawkins 1999 Att Trust, the Christy C. Hayden 1999 Att Trust, and the Cindy C. Coggin 1999 Att Trust, Luther Coggin being the Trustee of each such trust prior to their respective termination.

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- (3) Luther Coggin is the beneficiary of 353,016 shares of the Company's common stock, which is held by the Luther W. Coggin and Blanche B. Coggin 2003 Trust and previously reported as being held by Mr. Coggin directly.

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

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