

Edgar Filing: ASBURY AUTOMOTIVE GROUP INC - Form 3

ASBURY AUTOMOTIVE GROUP INC

Form 3

March 15, 2002

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

1. Name and Address of Reporting Person*

Roth John M.

(Last) (First) (Middle)

c/o Freeman Spogli & Co. Inc, 11100 Santa Monica Blvd., Suite 1900

(Street)

Los Angeles CA 90025

(City) (State) (Zip)

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

3/13/02

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

4. Issuer Name and Ticker or Trading Symbol

Asbury Automotive Group, Inc. (NYSE: ABG)

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

Director 10% Owner (1)
 Officer (give title below) Other (specify below)

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

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

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

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Table I -- Non-Derivative Securities Beneficially Owned

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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	0	N/A	

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

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

FORM 3 (continued)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Deriv Secur
	Date Exer- cisable	Expira- tion Date	Title Amount or Number of Shares	

(1) Asbury Automotive Holdings L.L.C., an entity in which FS Equity Partners III, L.P., FS Equity

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FS Equity Partners IV, L.P. (collectively, the "Investment Funds"), investment funds affiliated with ASBURY AUTOMOTIVE GROUP INC hold approximately a 49% ownership interest, holds of record 17,550,743 shares of common stock, part of which is held by ASBURY AUTOMOTIVE GROUP INC. Mr. Roth is a director, member, partner or executive officer of the Investment Funds. Mr. Roth expressly disclaims such Investment Funds except to the extent of his ownership interest.

/s/ John Roth

March 13, 2002

**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.

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.