

GRAY ROBERT H
Form 3
April 28, 2003

FORM 3	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549	OMB APPROVAL
	INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES	OMB Number: 3235-0104
(Print or Type Responses)	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	Expires: January 31, 2005 Estimated average burden hours per response. . . .0.5

1. Name and Address of Reporting Person* Gray Robert E.	2. Date of Event Requiring Statement (Month/Day/Year) 3/13/02	4. Issuer Name and Ticker or Trading Symbol Asbury Automotive Group, Inc. [NYSE: ABG]	
(Last) (First) (Middle) 310 Eastridge Drive	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give Below) <input type="checkbox"/> Other (specify title below) _____	6. If Amendment, Date of Original (Month/Year)
(Street) Brandon, MS 39042			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)	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 of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	329,378 ⁽¹⁾	(D)	

(1) Robert E. Gray could be deemed to be part of a group as defined in Section 13(d) of the Exchange that owns approximately 79% of the outstanding common stock of Asbury Automotive Group, Inc. based on voting arrangements in a shareholders agreement. Robert E. Gray expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the shareholders agreement.

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).

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 Number.

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(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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable*	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

/s/ Robert E. Gray

4/1/03

**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.

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