

Edgar Filing: ASBURY AUTOMOTIVE GROUP INC - Form 3

| 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.