BEASLEY GEORGE G

Form 4

February 04, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BEASLEY GEORGE G			2. Issuer Name and Ticker or Trading Symbol BEASLEY BROADCAST GROUP INC [BBGI]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (M			of Earliest Transaction				X DirectorX 10% OwnerX Officer (give title Other (specify			
3033 RIVIERA DRIVE, SUITE 200			(Month/Day/Year) 02/02/2005				below) below) Chief Executive Officer				
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
]	Filed(Mont	th/Day/Year)				Applicable Line) _X_ Form filed by	One Reporting Pe	erson	
NAPLES, FI	L 34103								More than One Re		
(City)	(State)	Zip)	Table	I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed (of, or Beneficial	lly Owned	
1.Title of	2. Transaction Date	2A. Deem	ned	3.	4. Securit		-	5. Amount of		7. Nature of	
Security (Month/Day/Year) Execution I (Instr. 3) any			n Date, if Transaction(A) or Disposed of Code (D)				of	Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
(Ilisti. 3)		(Month/Da	ay/Year)	(Instr. 8)	(Instr. 3, 4	4 and 5	5)	Owned	Indirect (I)	Ownership	
		•	,	· · ·	` '			Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported Transaction(s)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Class A				Code v	Amount	(D)	Tilce			See	
Common Stock	02/02/2005			C(1)	25,000	A	<u>(2)</u>	25,000	I	footnote.	

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

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

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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. Transacti Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(4)</u>	02/02/2005		C <u>(1)</u>		25,000	(2)	(2)	Class A Common Stock	25,000
Class B Common Stock	<u>(4)</u>						<u>(5)</u>	<u>(5)</u>	Class A Common Stock	12,260,731
Class B Common Stock	<u>(4)</u>						<u>(5)</u>	<u>(5)</u>	Class A Common Stock	1,685,312
Class B Common Stock	<u>(4)</u>						<u>(5)</u>	<u>(5)</u>	Class A Common Stock	62,322

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting of their runter, runters	Director	10% Owner	Officer	Other			
BEASLEY GEORGE G	v	v	Chief Evenutive Officer				
3033 RIVIERA DRIVE, SUITE 200 NAPLES, FL 34103	X	X	Chief Executive Officer				

Signatures

/s/ Caroline Beasley, Attorney-in-Fact 02/04/2005

**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) This transaction reflects the conversion of Class B common stock to Class A common stock in the REB Florida Intangible Tax Trust, dated August 20, 2004, of which George Beasley is the Trustee.
- (2) This column is not applicable to this transaction.
- (3) By George Beasley as Trustee of the REB Florida Intangible Tax Trust, dated August 20, 2004.
- (4) Class B common stock converts to Class A common stock on a one-for-one basis.
- (5) This column is not applicable to this holding.

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- (6) By George Beasley as Trustee of the GGB Family Limited Partnership Florida Intangible Tax Trust.
- (7) By George Beasley as Trustee of the George Beasley Grantor Retained Annuity Trust, dated November 18, 2002.

Remarks:

Caroline Beasley signed this Form 4 pursuant to a Power of Attorney previously filed with the Commission.

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.