

GROUP 1 AUTOMOTIVE INC

Form 4

March 07, 2006

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TURNER JOHN T

(Last) (First) (Middle)

950 ECHO LANE, SUITE 100

(Street)

HOUSTON, TX 77024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**GROUP 1 AUTOMOTIVE INC
[GPI]**3. Date of Earliest Transaction
(Month/Day/Year)
03/03/20064. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person**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)	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 Ownership (Instr. 4)
Common Stock	03/03/2006		S	1,400 D	\$ 38.67 280,612	D	
Common Stock	03/03/2006		S	1,700 D	\$ 38.66 278,912	D	
Common Stock	03/03/2006		S	800 D	\$ 38.65 278,112	D	
Common Stock	03/03/2006		S	1,000 D	\$ 38.64 277,112	D	
Common Stock	03/03/2006		S	1,200 D	\$ 38.63 275,912	D	

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Common Stock	03/03/2006	S	2,200	D	\$ 38.62	273,712	D
Common Stock	03/03/2006	S	600	D	\$ 38.61	273,112	D
Common Stock	03/03/2006	S	1,100	D	\$ 38.6	272,012	D
Common Stock	03/03/2006	S	1,300	D	\$ 38.59	270,712	D
Common Stock	03/03/2006	S	700	D	\$ 38.58	270,012	D
Common Stock	03/03/2006	S	1,300	D	\$ 38.57	268,712	D
Common Stock	03/03/2006	S	3,300	D	\$ 38.56	265,412	D
Common Stock	03/03/2006	S	2,200	D	\$ 38.55	263,212	D
Common Stock	03/03/2006	S	1,400	D	\$ 38.54	261,812	D
Common Stock	03/03/2006	S	600	D	\$ 38.53	261,212	D
Common Stock	03/03/2006	S	1,400	D	\$ 38.52	259,812	D
Common Stock	03/03/2006	S	400	D	\$ 38.51	259,412	D
Common Stock	03/03/2006	S	1,600	D	\$ 38.5	257,812	D
Common Stock	03/03/2006	S	2,800	D	\$ 38.49	255,012	D
Common Stock	03/03/2006	S	800	D	\$ 38.48	254,212	D
Common Stock	03/03/2006	S	700	D	\$ 38.47	253,512	D
Common Stock	03/03/2006	S	1,500	D	\$ 38.46	252,012	D
Common Stock	03/03/2006	S	900	D	\$ 38.45	251,112	D
Common Stock	03/03/2006	S	2,300	D	\$ 38.44	248,812	D
Common Stock	03/03/2006	S	500	D	\$ 38.43	248,312	D

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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)

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 Reported Transaction (Instr. 3)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TURNER JOHN T 950 ECHO LANE SUITE 100 HOUSTON, TX 77024	Executive Vice President

Signatures

/s/ Turner, John T.	03/06/2006
**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).

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.