

GROUP 1 AUTOMOTIVE INC
Form 4
March 08, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to 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 *
HOWARD ROBERT E II

2. Issuer Name and Ticker or Trading Symbol
GROUP 1 AUTOMOTIVE INC [GPI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2006

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

950 ECHO LANE, SUITE 100

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HOUSTON, TX 77024

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	03/06/2006		S	100 D \$ 39.01	103,665	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	03/06/2006		S	100 D \$ 39	103,565	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	03/06/2006		S	800 D \$ 38.99	102,765	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	03/06/2006		S	200 D \$ 38.98	102,565	I	By Automotive Holdings-Texas,

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Common Stock	03/06/2006	S	100	D	\$ 38.96	102,465	I	LP ⁽¹⁾ By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	03/06/2006	S	4,100	D	\$ 38.95	98,365	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	03/06/2006	S	100	D	\$ 38.94	98,265	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	03/06/2006	S	200	D	\$ 38.93	98,065	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	03/06/2006	S	400	D	\$ 38.92	97,665	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	03/06/2006	S	100	D	\$ 38.89	97,565	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	03/06/2006	S	800	D	\$ 38.88	96,765	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	03/06/2006	S	400	D	\$ 38.87	96,365	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	03/06/2006	S	500	D	\$ 38.86	95,865	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	03/06/2006	S	1,500	D	\$ 38.85	94,365	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	03/06/2006	S	1,500	D	\$ 38.82	92,865	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	03/06/2006	S	400	D	\$ 38.81	92,465	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	03/06/2006	S	800	D	\$ 38.8	91,665	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	03/06/2006	S	600	D	\$ 38.78	91,065	I	By Automotive Holdings-Texas, LP ⁽¹⁾

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Common Stock	03/06/2006		S	200	D	\$ 38.75	90,865	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	03/06/2006		S	200	D	\$ 38.74	90,665	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	03/06/2006		S	600	D	\$ 38.72	90,065	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	03/06/2006		S	800	D	\$ 38.71	89,265	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	03/06/2006		S	1,400	D	\$ 38.7	87,865	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	03/06/2006		S	100	D	\$ 38.69	87,765	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	03/06/2006		S	300	D	\$ 38.68	87,465	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	03/06/2006		S	200	D	\$ 38.67	87,265	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock							1,018,330	D	
Common Stock							666,000	I	By Howard Investments, LLC
Common Stock							114,000	I	By Texas Automotive Holdings, LP ⁽²⁾

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

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(9-02)

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nature of Derivative Security Beneficially Owned
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Derivative
Security

Securities
Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

(Instr. 3 and 4)

Own
Follo
Repo
Trans
(Instr

Code	V	(A)	(D)	Date	Expiration	Title	Amount
				Exercisable	Date		or
							Number
							of
							Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWARD ROBERT E II 950 ECHO LANE SUITE 100 HOUSTON, TX 77024	X			

Signatures

/s/ Howard, II,
Robert E. 03/08/2006

**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).
- (1) Mr. Howard is the sole limited partner of Automotive Holdings-Texas, LP and the sole member of Automotive Holdings-Texas-GP, LLC, its sole general partner.
- (2) Howard Investments, LLC is the sole limited partner of Texas Automotive Holdings, LP and the sole member of Texas Automotive Holdings-GP, LLC, its sole general partner.

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.