

GROUP 1 AUTOMOTIVE INC
Form 4
December 11, 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)

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

950 ECHO LANE, SUITE 100

12/08/2006

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 12/08/2006 | | G | | 230,000 D \$ 0 0 | I | By Howard Investments, LLC |
| Common Stock | 12/08/2006 | | G | | 230,000 A \$ 0 227,400 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | 12/08/2006 | | S | | 500 D \$ 50.76 226,900 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | 12/08/2006 | | S | | 500 D \$ 50.75 226,400 | I | By Texas Automotive |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|--|
| Common Stock | 12/08/2006 | S | 1,100 | D | \$ 50.74 | 225,300 | I | Holdings, LP ⁽¹⁾ By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | 12/08/2006 | S | 700 | D | \$ 50.73 | 224,600 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | 12/08/2006 | S | 800 | D | \$ 50.72 | 223,800 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | 12/08/2006 | S | 800 | D | \$ 50.71 | 223,000 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | 12/08/2006 | S | 900 | D | \$ 50.7 | 222,100 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | 12/08/2006 | S | 2,700 | D | \$ 50.69 | 219,400 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | 12/08/2006 | S | 1,200 | D | \$ 50.68 | 218,200 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | 12/08/2006 | S | 1,600 | D | \$ 50.67 | 216,600 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | 12/08/2006 | S | 1,300 | D | \$ 50.66 | 215,300 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | 12/08/2006 | S | 100 | D | \$ 50.65 | 215,200 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | 12/08/2006 | S | 800 | D | \$ 50.64 | 214,400 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | 12/08/2006 | S | 800 | D | \$ 50.63 | 213,600 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | 12/08/2006 | S | 1,300 | D | \$ 50.62 | 212,300 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | 12/08/2006 | S | 1,500 | D | \$ 50.61 | 210,800 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|---|
| Common Stock | 12/08/2006 | S | 600 | D | \$ 50.6 | 210,200 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | 12/08/2006 | S | 300 | D | \$ 50.59 | 209,900 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | 12/08/2006 | S | 1,200 | D | \$ 50.58 | 208,700 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | 12/08/2006 | S | 3,600 | D | \$ 50.57 | 205,100 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | 12/08/2006 | S | 1,100 | D | \$ 50.56 | 204,000 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | 12/08/2006 | S | 1,200 | D | \$ 50.55 | 202,800 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | 12/08/2006 | S | 600 | D | \$ 50.54 | 202,200 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | 12/08/2006 | S | 300 | D | \$ 50.53 | 201,900 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | 12/08/2006 | S | 1,600 | D | \$ 50.52 | 200,300 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | 12/08/2006 | S | 300 | D | \$ 50.51 | 200,000 | I | By Texas Automotive Holdings, LP ⁽¹⁾ |
| Common Stock | | | | | | 3,765 | I | By Automotive Holdings-Texas, LP ⁽²⁾ |
| Common Stock | | | | | | 609,080 | D | |

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

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 control number.

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(9-02)

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

