

HOWARD ROBERT E II

Form 4

May 05, 2006

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
950 ECHO LANE, SUITE 100
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/04/2006

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

HOUSTON, TX 77024

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

(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)
Common Stock	05/04/2006		G V	Amount <u>1,000</u> (1)	D \$ 0	917,330	D
Common Stock	05/04/2006		G V	Amount <u>8,250</u> (2)	D \$ 0	909,080	D
Common Stock	05/04/2006		S	3,600	D \$ 60.58	4,665	I By Automotive Holdings-Texas, LP <u>(3)</u>
Common Stock	05/04/2006		S	200	D \$ 60.45	4,465	I By Automotive Holdings-Texas, LP <u>(3)</u>
	05/04/2006		S	600	D \$ 60.4	3,865	I

Edgar Filing: HOWARD ROBERT E II - Form 4

Common
Stock

By Automotive
Holdings-Texas,
LP ⁽³⁾

Common
Stock

05/04/2006

S

100

D

\$
60.38

3.765

I

By Automotive
Holdings-Texas,
LP (3)

Common
Stock

530,000

I

By Howard
Investments,
LLC

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.

SEC 1474
(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 Derivative Security

3. Transaction Date
(Month/Day/Year)

3A. Deemed
Execution Date, if
any
(Month/Day/Year)

4. Transact
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. Nu
Deriv
Secur
Bene
Own
Follo
Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount 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.

05/04/2006

Date _____

__Signature of Reporting
Person

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) Shares are a gift to Wichita Falls Christian School.
- (2) Shares are a gift to Heritage Hall School, Oklahoma City, Oklahoma.
- (3) 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.

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.