

GP STRATEGIES CORP  
Form 4/A  
January 18, 2007

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**FELDMAN JEROME I**

(Last) (First) (Middle)

145 WEST PATENT ROAD

(Street)

BEDFORD HILLS, NY 10507

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**GP STRATEGIES CORP [GPX]**

3. Date of Earliest Transaction (Month/Day/Year)  
12/28/2006

4. If Amendment, Date Original Filed (Month/Day/Year)  
01/03/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock <sup>(1)</sup> <sub>(2)</sub> | 12/28/2006                           |  | M                              |   | 119,716   | A  | \$ 3.34   |
| Common Stock <sup>(1)</sup> <sub>(2)</sub> | 12/28/2006                           |  | F                              |   | 48,175  | D  | \$ 8.3  |
| Common Stock <sup>(1)</sup> <sub>(2)</sub> | 12/29/2006                           |  | S                              |   | 24,181  | D  | \$ 8.3  |
| Common Stock                               |                                      |  |                                |   |   |  | 1,173   |
|  |                                      |  |                                |   |   | I  | Held by Family Members                                |



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- (2) Reflects exercise for stock of stock appreciation right granted on 12/28/06 with respect to previously reported stock options.
- (3) The stock appreciation right is granted with respect to previously reported stock options and may be exercised for stock. The exercise of the stock appreciation right results in the expiration of the related stock options.

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.