

GROUP 1 AUTOMOTIVE INC

Form 4

December 04, 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  
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(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)  
**12/01/2006**

☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|----------------------------------------------------------------|
| Common<br>Stock                       | 12/01/2006                              |                                                             | S                                       | 250 D \$ 50.1                                                           | 75,068                                                                                                             | I                                                                          | By Automotive<br>Holdings-Texas,<br>LP <sup>(1)</sup>          |
| Common<br>Stock                       | 12/01/2006                              |                                                             | S                                       | 550 D \$ 50.09                                                          | 74,518                                                                                                             | I                                                                          | By Automotive<br>Holdings-Texas,<br>LP <sup>(1)</sup>          |
| Common<br>Stock                       | 12/01/2006                              |                                                             | S                                       | 200 D \$ 50.08                                                          | 74,318                                                                                                             | I                                                                          | By Automotive<br>Holdings-Texas,<br>LP <sup>(1)</sup>          |
| Common<br>Stock                       | 12/01/2006                              |                                                             | S                                       | 953 D \$ 50.07                                                          | 73,365                                                                                                             | I                                                                          | By Automotive<br>Holdings-Texas,                               |

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|              |            |   |       |   |          |        |   |                                                 |
|--------------|------------|---|-------|---|----------|--------|---|-------------------------------------------------|
|              |            |   |       |   |          |        |   | LP <sup>(1)</sup>                               |
| Common Stock | 12/01/2006 | S | 350   | D | \$ 50.05 | 73,015 | I | By Automotive Holdings-Texas, LP <sup>(1)</sup> |
| Common Stock | 12/01/2006 | S | 1,900 | D | \$ 50.05 | 71,115 | I | By Automotive Holdings-Texas, LP <sup>(1)</sup> |
| Common Stock | 12/01/2006 | S | 700   | D | \$ 50.04 | 70,415 | I | By Automotive Holdings-Texas, LP <sup>(1)</sup> |
| Common Stock | 12/01/2006 | S | 1,050 | D | \$ 50.03 | 69,365 | I | By Automotive Holdings-Texas, LP <sup>(1)</sup> |
| Common Stock | 12/01/2006 | S | 3,050 | D | \$ 50.02 | 66,315 | I | By Automotive Holdings-Texas, LP <sup>(1)</sup> |
| Common Stock | 12/01/2006 | S | 3,000 | D | \$ 50.01 | 63,315 | I | By Automotive Holdings-Texas, LP <sup>(1)</sup> |
| Common Stock | 12/01/2006 | S | 8,050 | D | \$ 50    | 55,265 | I | By Automotive Holdings-Texas, LP <sup>(1)</sup> |
| Common Stock | 12/01/2006 | S | 200   | D | \$ 51.02 | 53,750 | I | By Texas Automotive Holdings, LP <sup>(2)</sup> |
| Common Stock | 12/01/2006 | S | 50    | D | \$ 50.93 | 53,700 | I | By Texas Automotive Holdings, LP <sup>(2)</sup> |
| Common Stock | 12/01/2006 | S | 500   | D | \$ 50.9  | 53,200 | I | By Texas Automotive Holdings, LP <sup>(2)</sup> |
| Common Stock | 12/01/2006 | S | 50    | D | \$ 50.89 | 53,150 | I | By Texas Automotive Holdings, LP <sup>(2)</sup> |
| Common Stock | 12/01/2006 | S | 50    | D | \$ 50.88 | 53,100 | I | By Texas Automotive Holdings, LP <sup>(2)</sup> |
| Common Stock | 12/01/2006 | S | 50    | D | \$ 50.81 | 53,050 | I | By Texas Automotive Holdings, LP <sup>(2)</sup> |
| Common Stock | 12/01/2006 | S | 50    | D | \$ 50.8  | 53,000 | I | By Texas Automotive Holdings, LP <sup>(2)</sup> |

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|              |            |   |     |   |          |         |   |                                                 |
|--------------|------------|---|-----|---|----------|---------|---|-------------------------------------------------|
| Common Stock | 12/01/2006 | S | 100 | D | \$ 50.79 | 52,900  | I | By Texas Automotive Holdings, LP <sup>(2)</sup> |
| Common Stock | 12/01/2006 | S | 50  | D | \$ 50.78 | 52,850  | I | By Texas Automotive Holdings, LP <sup>(2)</sup> |
| Common Stock | 12/01/2006 | S | 200 | D | \$ 50.74 | 52,650  | I | By Texas Automotive Holdings, LP <sup>(2)</sup> |
| Common Stock | 12/01/2006 | S | 100 | D | \$ 50.76 | 52,550  | I | By Texas Automotive Holdings, LP <sup>(2)</sup> |
| Common Stock | 12/01/2006 | S | 50  | D | \$ 50.71 | 52,500  | I | By Texas Automotive Holdings, LP <sup>(2)</sup> |
| Common Stock | 12/01/2006 | S | 150 | D | \$ 50.7  | 52,350  | I | By Texas Automotive Holdings, LP <sup>(2)</sup> |
| Common Stock | 12/01/2006 | S | 250 | D | \$ 50.68 | 52,100  | I | By Texas Automotive Holdings, LP <sup>(2)</sup> |
| Common Stock | 12/01/2006 | S | 450 | D | \$ 50.67 | 51,650  | I | By Texas Automotive Holdings, LP <sup>(2)</sup> |
| Common Stock | 12/01/2006 | S | 150 | D | \$ 50.66 | 51,500  | I | By Texas Automotive Holdings, LP <sup>(2)</sup> |
| Common Stock |            |   |     |   |          | 230,000 | I | By Howard Investments, LLC                      |
| 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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene |
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------|----------------------------------------------------------------|-------------------------------------------------------|-----------------------------------------------------|---------------------------------|
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------|----------------------------------------------------------------|-------------------------------------------------------|-----------------------------------------------------|---------------------------------|

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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<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|

## Reporting Owners

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

## Signatures

|                                    |            |
|------------------------------------|------------|
| /s/ Howard, II,<br>Robert E.       | 12/04/2006 |
| **Signature of Reporting<br>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.