#### **GROUP 1 AUTOMOTIVE INC**

Form 4 March 08, 2006

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

Washington, D.C. 20549

### **OMB APPROVAL**

**OMB** 3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* HOWARD ROBERT E II

2. Issuer Name and Ticker or Trading

Symbol

**GROUP 1 AUTOMOTIVE INC** 

(Check all applicable)

Issuer

[GPI]

(Last) (First) (Middle)

(Street)

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

\_X\_\_ Director Officer (give title below)

10% Owner \_ Other (specify

950 ECHO LANE, SUITE 100

03/07/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

Applicable Line)

\_X\_ 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. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	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	03/07/2006		S	200	D	\$ 39.44	87,065	I	By Automotive Holdings-Texas, LP (1)	
Common Stock	03/07/2006		S	100	D	\$ 39.39	86,965	I	By Automotive Holdings-Texas, LP (1)	
Common Stock	03/07/2006		S	1,500	D	\$ 39.38	85,465	I	By Automotive Holdings-Texas, LP (1)	
Common Stock	03/07/2006		S	300	D	\$ 39.37	85,165	I	By Automotive Holdings-Texas,	

								LP (1)
Common Stock	03/07/2006	S	200	D	\$ 39.36	84,965	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/07/2006	S	400	D	\$ 39.35	84,565	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/07/2006	S	300	D	\$ 39.31	84,265	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/07/2006	S	100	D	\$ 39.3	84,165	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/07/2006	S	600	D	\$ 39.28	83,565	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/07/2006	S	200	D	\$ 39.27	83,365	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/07/2006	S	300	D	\$ 39.25	83,065	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/07/2006	S	400	D	\$ 39.22	82,665	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/07/2006	S	300	D	\$ 39.17	82,365	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/07/2006	S	1,300	D	\$ 39.16	81,065	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/07/2006	S	300	D	\$ 39.15	80,765	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/07/2006	S	400	D	\$ 39.13	80,365	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/07/2006	S	100	D	\$ 39.12	80,265	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/07/2006	S	100	D	\$ 39.11	80,165	I	By Automotive Holdings-Texas, LP (1)

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Common Stock	03/07/2006	S	100	D	\$ 39.09	80,065	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/07/2006	S	600	D	\$ 39.08	79,465	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/07/2006	S	1,300	D	\$ 39.07	78,165	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/07/2006	S	400	D	\$ 39.06	77,765	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/07/2006	S	400	D	\$ 39	77,365	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/07/2006	S	200	D	\$ 38.96	77,165	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/07/2006	S	200	D	\$ 38.95	76,965	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/07/2006	S	1,400	D	\$ 38.94	75,565	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/07/2006	S	900	D	\$ 38.92	74,665	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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Titl Deriv Secur (Instr.	ative ity	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Instr. 8	5. tiorNumber of ) Derivativ Securities Acquired (A) or Disposed of (D)	s I	ate	Amou Under Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
					Code \	(Instr. 3, 4, and 5)	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. 03/08/2006

\*\*Signature of Reporting 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.

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