GROUP 1 AUTOMOTIVE INC

Form 4 March 10, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

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

obligations

may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

GROUP 1 AUTOMOTIVE INC

Symbol

[GPI]

1(b).

(Print or Type Responses)

HOWARD ROBERT E II

1. Name and Address of Reporting Person *

[]												
			3. Date of Earliest Transaction (Month/Day/Year) 03/08/2006					_X_ Director 10% Owner Officer (give title below) Other (specify below)				
				nendment, Ionth/Day/Y	_	inal		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip) Table 1				Ta	ble I - No	n-Derivati	ive Se	curities A	equired, Disposed of, or Beneficially Owned			
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	Code (Instr. 8)	4. Secur for(A) or D (Instr. 3.	Oisposo , 4 and (A) or	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 1,018,330	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Common Stock								666,000	I	By Howard Investments, LLC	
	Common Stock								114,000	I	By Texas Automotive Holdings, LP (2)	
	Common Stock	03/08/2006			S	100	D	\$ 39.37	70,665	I	By Automotive Holdings-Texas, LP (1)	

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Common Stock	03/08/2006	S	100	D	\$ 39.35	70,565	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/08/2006	S	300	D	\$ 39.31	70,265	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/08/2006	S	600	D	\$ 39.3	69,665	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/08/2006	S	1,200	D	\$ 39.29	68,465	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/08/2006	S	100	D	\$ 39.27	68,365	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/08/2006	S	100	D	\$ 39.26	68,265	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/08/2006	S	600	D	\$ 39.25	67,665	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/08/2006	S	300	D	\$ 39.24	67,365	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/08/2006	S	400	D	\$ 39.23	66,965	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/08/2006	S	200	D	\$ 39.22	66,765	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/08/2006	S	100	D	\$ 39.21	66,665	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/08/2006	S	400	D	\$ 39.2	66,265	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/08/2006	S	300	D	\$ 39.19	65,965	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/08/2006	S	500	D	\$ 39.18	65,465	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/08/2006	S	600	D	\$ 39.17	64,865	I	By Automotive Holdings-Texas,

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								LP (1)
Common Stock	03/08/2006	S	600	D	\$ 39.15	64,265	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/08/2006	S	300	D	\$ 39.14	63,965	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/08/2006	S	300	D	\$ 39.13	63,665	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/08/2006	S	300	D	\$ 39.12	63,365	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/08/2006	S	100	D	\$ 39.11	63,265	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/08/2006	S	800	D	\$ 39.09	62,465	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/08/2006	S	200	D	\$ 39.08	62,265	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/08/2006	S	100	D	\$ 39.06	62,165	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/08/2006	S	200	D	\$ 39.05	61,965	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/08/2006	S	400	D	\$ 39.04	61,565	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/08/2006	S	300	D	\$ 39.03	61,265	I	By Automotive Holdings-Texas, LP (1)

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)

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exercisal Expiration Date		7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month Day/ Teal)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Yea e	ar)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Ex Exercisable Da	•	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	X							
SUITE 100	Λ							
HOUSTON, TX 77024								

Signatures

/s/ Howard, II,

Robert E. 03/09/2006

**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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