GROUP 1 AUTOMOTIVE INC

Form 4

December 04, 2006

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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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

1(b).

(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) 950 ECHO LA	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/01/2006	_X_ Director10% OwnerOfficer (give title below)Other (specify below)		
Woylemov, a	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
HOUSTON, 7	TX 77024			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. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d 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	12/01/2006		S	200	D	\$ 51.02	80,065	I	By Automotive Holdings-Texas, LP (1)			
Common Stock	12/01/2006		S	50	D	\$ 50.93	80,015	I	By Automotive Holdings-Texas, LP (1)			
Common Stock	12/01/2006		S	500	D	\$ 50.9	79,515	I	By Automotive Holdings-Texas, LP (1)			
Common Stock	12/01/2006		S	50	D	\$ 50.89	79,465	I	By Automotive Holdings-Texas,			

								LP (1)
Common Stock	12/01/2006	S	50	D	\$ 50.88	79,415	I	By Automotive Holdings-Texas, LP (1)
Common Stock	12/01/2006	S	50	D	\$ 50.81	79,365	I	By Automotive Holdings-Texas, LP (1)
Common Stock	12/01/2006	S	50	D	\$ 50.8	79,315	I	By Automotive Holdings-Texas, LP (1)
Common Stock	12/01/2006	S	100	D	\$ 50.79	79,215	I	By Automotive Holdings-Texas, LP (1)
Common Stock	12/01/2006	S	50	D	\$ 50.78	79,165	I	By Automotive Holdings-Texas, LP (1)
Common Stock	12/01/2006	S	100	D	\$ 50.76	79,065	I	By Automotive Holdings-Texas, LP (1)
Common Stock	12/01/2006	S	200	D	\$ 50.74	78,865	I	By Automotive Holdings-Texas, LP (1)
Common Stock	12/01/2006	S	50	D	\$ 50.71	78,815	I	By Automotive Holdings-Texas, LP (1)
Common Stock	12/01/2006	S	150	D	\$ 50.7	78,665	I	By Automotive Holdings-Texas, LP (1)
Common Stock	12/01/2006	S	250	D	\$ 50.68	78,415	I	By Automotive Holdings-Texas, LP (1)
Common Stock	12/01/2006	S	450	D	\$ 50.67	77,965	I	By Automotive Holdings-Texas, LP (1)
Common Stock	12/01/2006	S	150	D	\$ 50.66	77,815	I	By Automotive Holdings-Texas, LP (1)
Common Stock	12/01/2006	S	100	D	\$ 50.65	77,715	I	By Automotive Holdings-Texas, LP (1)
Common Stock	12/01/2006	S	50	D	\$ 50.62	77,665	I	By Automotive Holdings-Texas, LP (1)

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Common Stock	12/01/2006	S	100	D	\$ 50.6	77,565	I	By Automotive Holdings-Texas, LP (1)
Common Stock	12/01/2006	S	200	D	\$ 50.58	77,365	I	By Automotive Holdings-Texas, LP (1)
Common Stock	12/01/2006	S	200	D	\$ 50.57	77,165	I	By Automotive Holdings-Texas, LP (1)
Common Stock	12/01/2006	S	100	D	\$ 50.56	77,065	I	By Automotive Holdings-Texas, LP (1)
Common Stock	12/01/2006	S	150	D	\$ 50.54	76,915	I	By Automotive Holdings-Texas, LP (1)
Common Stock	12/01/2006	S	900	D	\$ 50.5	76,015	I	By Automotive Holdings-Texas, LP (1)
Common Stock	12/01/2006	S	100	D	\$ 50.16	75,915	I	By Automotive Holdings-Texas, LP (1)
Common Stock	12/01/2006	S	547	D	\$ 50.11	75,368	I	By Automotive Holdings-Texas, LP (1)
Common Stock	12/01/2006	S	50	D	\$ 50.55	75,318	I	By Automotive Holdings-Texas, LP (1)
Common Stock						230,000	I	By Howard Investments, LLC
Common Stock						76,500	I	By Texas Automotive Holdings, LP (2)
Common Stock						609,080	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	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							
r g	Director	10% Owner	Officer	Other				
HOWARD ROBERT E II 950 ECHO LANE SUITE 100 HOUSTON, TX 77024	X							

Signatures

/s/ Howard, II,

Robert E. 12/04/2006

**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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