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

Form 4 March 09, 2007

# FORM 4

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

**OMB** 3235-0287 Number:

**OMB APPROVAL** 

January 31,

2005

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Expires:

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

(Print or Type Responses)

1(b).

| 1. Name and Address of Reporting Person * HOWARD ROBERT E II |           |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer         |  |  |  |
|--|-----------|----------|--|--|--|--|--|
|  |           |          | GROUP 1 AUTOMOTIVE INC<br>[GPI]                    | (Check all applicable)                                   |  |  |  |
| (Last)   | (First)   | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)   | _X Director 10% Owner Officer (give title Other (specify |  |  |  |
| 950 ECHO L   | ANE, SUIT | TE 100   | 03/08/2007   | below) below)  |  |  |  |
|  | (Street)  |          | 4. If Amendment, Date Original                     | 6. Individual or Joint/Group Filing(Check                |  |  |  |

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person \_ Form filed by More than One Reporting

HOUSTON, TX 77024

| (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 (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                            | 3.<br>Transactic<br>Code<br>(Instr. 8) | (A)<br>or |   |             | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |
| Common<br>Stock                      | 03/08/2007                           |  | S                                      | 300       | D | \$<br>45.29 | 344,198  | I  | By Automotive<br>Holdings-Texas,<br>LP (1)                     |  |  |
| Common<br>Stock                      | 03/08/2007                           |  | S                                      | 200       | D | \$<br>45.28 | 343,998  | I  | By Automotive<br>Holdings-Texas,<br>LP (1)                     |  |  |
| Common<br>Stock                      | 03/08/2007                           |  | S                                      | 100       | D | \$<br>45.17 | 343,898  | I  | By Automotive<br>Holdings-Texas,<br>LP (1)                     |  |  |
| Common<br>Stock                      | 03/08/2007                           |  | S                                      | 100       | D | \$<br>45.16 | 343,798  | I  | By Automotive<br>Holdings-Texas,                               |  |  |

|                 |            |   |       |   |             |         |   | LP (1)                                     |
|-----------------|------------|---|-------|---|-------------|---------|---|--|
| Common<br>Stock | 03/08/2007 | S | 100   | D | \$<br>45.13 | 343,698 | I | By Automotive Holdings-Texas, LP (1)       |
| Common<br>Stock | 03/08/2007 | S | 1,200 | D | \$<br>45.12 | 342,498 | I | By Automotive<br>Holdings-Texas,<br>LP (1) |
| Common<br>Stock | 03/08/2007 | S | 200   | D | \$<br>45.11 | 342,298 | I | By Automotive Holdings-Texas, LP (1)       |
| Common<br>Stock | 03/08/2007 | S | 100   | D | \$<br>45.07 | 342,198 | I | By Automotive<br>Holdings-Texas,<br>LP (1) |
| Common<br>Stock | 03/08/2007 | S | 1,200 | D | \$<br>45.05 | 340,998 | I | By Automotive<br>Holdings-Texas,<br>LP (1) |
| Common<br>Stock | 03/08/2007 | S | 1,500 | D | \$<br>45.04 | 339,498 | I | By Automotive<br>Holdings-Texas,<br>LP (1) |
| Common<br>Stock | 03/08/2007 | S | 300   | D | \$<br>45.03 | 339,198 | I | By Automotive<br>Holdings-Texas,<br>LP (1) |
| Common<br>Stock | 03/08/2007 | S | 200   | D | \$<br>45.02 | 338,998 | I | By Automotive<br>Holdings-Texas,<br>LP (1) |
| Common<br>Stock | 03/08/2007 | S | 200   | D | \$<br>45.01 | 338,798 | I | By Automotive Holdings-Texas, LP (1)       |
| Common<br>Stock | 03/08/2007 | S | 7,100 | D | \$ 45       | 331,698 | I | By Automotive<br>Holdings-Texas,<br>LP (1) |
| Common<br>Stock | 03/08/2007 | S | 600   | D | \$<br>44.88 | 331,098 | I | By Automotive Holdings-Texas, LP (1)       |
| Common<br>Stock | 03/08/2007 | S | 100   | D | \$<br>44.86 | 330,998 | I | By Automotive Holdings-Texas, LP (1)       |
| Common<br>Stock | 03/08/2007 | S | 100   | D | \$<br>44.85 | 330,898 | I | By Automotive<br>Holdings-Texas,<br>LP (1) |
| Common<br>Stock | 03/08/2007 | S | 600   | D | \$<br>44.84 | 330,298 | I | By Automotive<br>Holdings-Texas,<br>LP (1) |

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| Common<br>Stock | 03/08/2007 | S | 500    | D | \$<br>44.82 | 329,798 | I | By Automotive<br>Holdings-Texas,<br>LP (1) |
|-----------------|------------|---|--------|---|-------------|---------|---|--|
| Common<br>Stock | 03/08/2007 | S | 800    | D | \$<br>44.81 | 328,998 | I | By Automotive<br>Holdings-Texas,<br>LP (1) |
| Common<br>Stock | 03/08/2007 | S | 6,300  | D | \$ 44.8     | 322,698 | I | By Automotive<br>Holdings-Texas,<br>LP (1) |
| Common<br>Stock | 03/08/2007 | S | 1,100  | D | \$<br>44.79 | 321,598 | I | By Automotive<br>Holdings-Texas,<br>LP (1) |
| Common<br>Stock | 03/08/2007 | S | 800    | D | \$<br>44.78 | 320,798 | I | By Automotive<br>Holdings-Texas,<br>LP (1) |
| Common<br>Stock | 03/08/2007 | S | 900    | D | \$<br>44.77 | 319,898 | I | By Automotive<br>Holdings-Texas,<br>LP (1) |
| Common<br>Stock | 03/08/2007 | S | 1,800  | D | \$<br>44.76 | 318,098 | I | By Automotive<br>Holdings-Texas,<br>LP (1) |
| Common<br>Stock | 03/08/2007 | S | 11,000 | D | \$<br>44.75 | 307,098 | I | By Automotive<br>Holdings-Texas,<br>LP (1) |
| Common<br>Stock |            |   |        |   |             | 20,000  | I | By Texas<br>Automotive<br>Holdings, LP (2) |
| Common<br>Stock |            |   |        |   |             | 207,089 | D |  |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exercisable and | 7. Title and     | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|-------------------------|------------------|-------------|-------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | orNumber   | Expiration Date         | Amount of        | Derivative  | Deriv |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/Year)        | Underlying       | Security    | Secui |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivativ  | e                       | Securities       | (Instr. 5)  | Bene  |
|             | Derivative  |                     |                    |            | Securities | 3                       | (Instr. 3 and 4) |             | Own   |
|             | Security    |                     |                    |            | Acquired   |                         |                  |             | Follo |
|             |             |                     |                    |            | (A) or     |                         |                  |             | Repo  |
|             |             |                     |                    |            | Disposed   |                         |                  |             | Trans |
|             |             |                     |                    |            |            |                         |                  |             |       |

of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount Exercisable Date or

Number of Shares (Insti

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HOWARD ROBERT E II

950 ECHO LANE
SUITE 100
HOUSTON, TX 77024

# **Signatures**

/s/ Howard, II,

Robert E. 03/09/2007

\*\*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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