

GROUP 1 AUTOMOTIVE INC

Form 4

March 16, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**TURNER JOHN T**

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)  
**03/14/2006**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**Executive Vice President**

**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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V Amount (A) or (D) Price			
Common Stock	03/14/2006		F	6,015 D \$ 40.95	81,197	D	
Common Stock	03/16/2006		S	200 D \$ 42.2	80,997	D	
Common Stock	03/16/2006		S	200 D \$ 42.17	80,797	D	
Common Stock	03/16/2006		S	100 D \$ 42.16	80,697	D	
Common Stock	03/16/2006		S	1,400 D \$ 42.15	79,297	D	

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Common Stock	03/16/2006	S	500	D	\$ 42.14	78,797	D
Common Stock	03/16/2006	S	400	D	\$ 42.13	78,397	D
Common Stock	03/16/2006	S	700	D	\$ 42.12	77,697	D
Common Stock	03/16/2006	S	700	D	\$ 42.11	76,997	D
Common Stock	03/16/2006	S	5,000	D	\$ 42.1	71,997	D
Common Stock	03/16/2006	S	2,500	D	\$ 42.09	69,497	D
Common Stock	03/16/2006	S	1,200	D	\$ 42.08	68,297	D
Common Stock	03/16/2006	S	500	D	\$ 42.07	67,797	D
Common Stock	03/16/2006	S	500	D	\$ 42.06	67,297	D
Common Stock	03/16/2006	S	500	D	\$ 42.05	66,797	D
Common Stock	03/16/2006	S	1,200	D	\$ 42.04	65,597	D
Common Stock	03/16/2006	S	2,100	D	\$ 42.03	63,497	D
Common Stock	03/16/2006	S	3,600	D	\$ 42.02	59,897	D
Common Stock	03/16/2006	S	2,000	D	\$ 42.01	57,897	D
Common Stock	03/16/2006	S	11,200	D	\$ 42	46,697	D
Common Stock	03/16/2006	S	3,500	D	\$ 41.99	43,197	D
Common Stock	03/16/2006	S	1,900	D	\$ 41.98	41,297	D
Common Stock	03/16/2006	S	800	D	\$ 41.97	40,497	D
Common Stock	03/16/2006	S	200	D	\$ 41.96	40,297	D
Common Stock	03/16/2006	S	900	D	\$ 41.95	39,397	D
	03/16/2006	S	100	D		39,297	D

Common						\$		
Stock						41.94		
Common	03/16/2006		S	200	D	\$	39,097	D
Stock						41.93		

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
TURNER JOHN T 950 ECHO LANE SUITE 100 HOUSTON, TX 77024	Director 10% Owner Officer Other  Executive Vice President

Signatures

/s/ Turner, John T.	03/16/2006
Signature of Reporting 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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