

HOWARD ROBERT E II
Form 4
May 05, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(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) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

950 ECHO LANE, SUITE 100

05/03/2006

(Street)

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

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. 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	05/01/2006		G	V 136,000 D \$ 0 530,000	I	By Howard Investments, LLC	
Common Stock	05/03/2006		G	V 100,000 D \$ 0 918,330	D		
Common Stock	05/01/2006		G	V 136,000 A \$ 0 200,000	I	By Texas Automotive Holdings, LP ⁽²⁾	
Common Stock	05/03/2006		G	V 100,000 A \$ 0 53,765	I	By Automotive Holdings-Texas, LP ⁽¹⁾	

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Common Stock	05/03/2006	S	2,100	D	\$ 61.09	194,800	I	By Texas Automotive Holdings, LP ⁽²⁾
Common Stock	05/03/2006	S	1,300	D	\$ 61.08	193,500	I	By Texas Automotive Holdings, LP ⁽²⁾
Common Stock	05/03/2006	S	300	D	\$ 61.07	193,200	I	By Texas Automotive Holdings, LP ⁽²⁾
Common Stock	05/03/2006	S	2,300	D	\$ 61.05	190,900	I	By Texas Automotive Holdings, LP ⁽²⁾
Common Stock	05/03/2006	S	1,500	D	\$ 61.04	189,400	I	By Texas Automotive Holdings, LP ⁽²⁾
Common Stock	05/03/2006	S	200	D	\$ 61.03	189,200	I	By Texas Automotive Holdings, LP ⁽²⁾
Common Stock	05/03/2006	S	200	D	\$ 61.02	189,000	I	By Texas Automotive Holdings, LP ⁽²⁾
Common Stock	05/03/2006	S	900	D	\$ 61.01	188,100	I	By Texas Automotive Holdings, LP ⁽²⁾
Common Stock	05/03/2006	S	100	D	\$ 61.23	199,900	I	By Texas Automotive Holdings, LP ⁽²⁾
Common Stock	05/03/2006	S	200	D	\$ 61.22	199,700	I	By Texas Automotive Holdings, LP ⁽²⁾
Common Stock	05/03/2006	S	500	D	\$ 61.21	199,200	I	By Texas Automotive Holdings, LP ⁽²⁾
Common Stock	05/03/2006	S	600	D	\$ 61.2	198,600	I	By Texas Automotive Holdings, LP ⁽²⁾
Common Stock	05/03/2006	S	200	D	\$ 61.19	198,400	I	By Texas Automotive Holdings, LP ⁽²⁾
Common Stock	05/03/2006	S	200	D	\$ 61.15	198,200	I	By Texas Automotive Holdings, LP ⁽²⁾
Common Stock	05/03/2006	S	600	D	\$ 61.14	197,600	I	By Texas Automotive

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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 (Instr. 6)
Common Stock		05/03/2006		S	100	D \$ 61.13	197,500	I	By Texas Automotive Holdings, LP ⁽²⁾
Common Stock		05/03/2006		S	500	D \$ 61.12	197,000	I	By Texas Automotive Holdings, LP ⁽²⁾
Common Stock		05/03/2006		S	100	D \$ 61.1	196,900	I	By Texas Automotive Holdings, LP ⁽²⁾
Common Stock		05/03/2006		S	23,900	D \$ 61	164,200	I	By Texas Automotive Holdings, LP ⁽²⁾
Common Stock		05/03/2006		S	7,300	D \$ 60.99	156,900	I	By Texas Automotive Holdings, LP ⁽²⁾
Common Stock		05/03/2006		S	5,700	D \$ 60.98	151,200	I	By Texas Automotive Holdings, LP ⁽²⁾
Common Stock		05/03/2006		S	3,000	D \$ 60.97	148,200	I	By Texas Automotive Holdings, LP ⁽²⁾
Common Stock		05/03/2006		S	1,500	D \$ 60.96	146,700	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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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 (Instr. 6)
				Code	V (A) (D)	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. 05/04/2006

 **Signature of Reporting Date
Person

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.