

GROUP 1 AUTOMOTIVE INC

Form 4

September 28, 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

OMB  
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2005  
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(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)  
**950 ECHO LANE, SUITE 100**  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**09/27/2006**

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

**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)
Common Stock	09/27/2006		S	200 D \$ 50.04	18,400	I	By Texas Automotive Holdings, LP <sup>(1)</sup>
Common Stock	09/27/2006		S	150 D \$ 49.99	18,250	I	By Texas Automotive Holdings, LP <sup>(1)</sup>
Common Stock	09/27/2006		S	500 D \$ 49.98	17,750	I	By Texas Automotive Holdings, LP <sup>(1)</sup>
Common Stock	09/27/2006		S	1,500 D \$ 49.95	16,250	I	By Texas Automotive

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								Holdings, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	250	D	\$ 49.94	16,000	I	By Texas Automotive Holdings, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	700	D	\$ 49.93	15,300	I	By Texas Automotive Holdings, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	50	D	\$ 49.92	15,250	I	By Texas Automotive Holdings, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	800	D	\$ 49.91	14,450	I	By Texas Automotive Holdings, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	7,200	D	\$ 49.9	7,250	I	By Texas Automotive Holdings, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	350	D	\$ 49.89	6,900	I	By Texas Automotive Holdings, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	500	D	\$ 49.88	6,400	I	By Texas Automotive Holdings, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	600	D	\$ 49.87	5,800	I	By Texas Automotive Holdings, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	200	D	\$ 49.86	5,600	I	By Texas Automotive Holdings, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	650	D	\$ 49.85	4,950	I	By Texas Automotive Holdings, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	200	D	\$ 49.84	4,750	I	By Texas Automotive Holdings, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	300	D	\$ 49.82	4,450	I	By Texas Automotive Holdings, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	250	D	\$ 49.8	4,200	I	By Texas Automotive Holdings, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	100	D	\$ 49.79	4,100	I	By Texas Automotive Holdings, LP <sup>(1)</sup>

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Common Stock	09/27/2006	S	500	D	\$ 49.7	3,600	I	By Texas Automotive Holdings, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	2,500	D	\$ 49.4	1,100	I	By Texas Automotive Holdings, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	800	D	\$ 49.34	300	I	By Texas Automotive Holdings, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	300	D	\$ 49.33	0	I	By Texas Automotive Holdings, LP <sup>(1)</sup>
Common Stock						809,080	D	
Common Stock						21,865	I	By Automotive Holdings-Texas, LP <sup>(2)</sup>
Common Stock						430,000	I	By Howard Investments, LLC

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.**

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(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. Nu 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			
	Director	10% Owner	Officer	Other
HOWARD ROBERT E II 950 ECHO LANE SUITE 100 HOUSTON, TX 77024	X			

## Signatures

/s/ Howard, II,  
Robert E. 09/28/2006

\_\_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).
- (1) 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.
- (2) 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.

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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