GROUP 1 AUTOMOTIVE INC

Form 4

January 06, 2015

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

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

may continue. See Instruction

1(b).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Wright Mary Ann

2. Issuer Name and Ticker or Trading

Symbol

GROUP 1 AUTOMOTIVE INC

[GPI]

(First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 01/02/2015

(Street)

(State)

(Month/Day/Year)

4. If Amendment, Date Original

(Instr. 8)

Filed(Month/Day/Year)

below)

Issuer

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

Applicable Line)

X_ Director

Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

HOUSTON, TX 77024

800 GESSNER, SUITE 500

2. Transaction Date 2A. Deemed 1.Title of

or Exercise

(Zip)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code

Code V Amount (D) Price

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

(A)

or

5. Amount of Securities Beneficially Owned Following

Transaction(s)

(Instr. 3 and 4)

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Security

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

any

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.

(Month/Day/Year)

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

Code

Securities

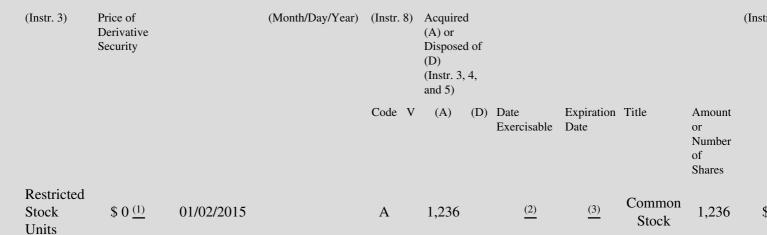
1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Pr Derivative (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Conversion

(Instr. 3 and 4)

Deri

Secu

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Reporting Owners

Reporting Owner Name / Address	Relationships			
		10~ 0	G 221	

Director 10% Owner Officer Other

Wright Mary Ann 800 GESSNER SUITE 500 HOUSTON, TX 77024

Signatures

/s/ Beth Sibley, attorney-in-fact for MaryAnn Wright 01/05/2015

X

**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) Each restricted stock unit represents a contingent right to receive one share of Group 1 Automotive, Inc. common stock.
- The vested restricted stock units held by a director are settled in shares of our common stock upon the termination of the director's membership on our Board of Directors. In the event that a director's membership on our Board of Directors is terminated for any reason other than retirement, death or disability, the director, for no consideration, forfeits to us all of his unvested shares of restricted stock or restricted stock units. Any unvested restricted stock and any restricted stock units may not be sold or otherwise transferred.
- (3) Vested shares will be delivered to the reporting person following retirement from the Board of Directors of Group 1 Automotive, Inc. 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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