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Wright Mary A Form 4	Ann								
January 04, 20									PPROVAL
FORM	4 UNITED	STATES		RITIES A			COMMISSIO		3235-0287
Check this if no longe subject to Section 16 Form 4 or	r STATEN								January 31, 2005 average urs per . 0.5
Form 5 obligations may contin <i>See</i> Instruct 1(b).	Section 17(response resuant to Section 16(a) of the Securities Exchange Act of 1934, a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							
(Print or Type Re	esponses)								
1. Name and Address of Reporting Person <u>*</u> Wright Mary Ann			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer		
			GROU [GPI]	P 1 AUT	ΟΜΟΤΙΝ	/E INC	(Check all applicable)		
(Last) (First) (Middle) 800 GESSNER, SUITE 500			3. Date of Earliest Transaction (Month/Day/Year) 01/02/2018			_X_ Director Officer (giv below)	ve title 10% below)	% Owner her (specify	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
HOUSTON,							Person		porting
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
	. Transaction Date Month/Day/Year)	nsaction Date 2A. Deemed h/Day/Year) Execution Da any (Month/Day/		Date, ifTransactionAcquired (A) or CodeCodeDisposed of (D)y/Year)(Instr. 8)(Instr. 3, 4 and 5)		(A) or of (D) 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Reminder: Repor	rt on a separate line	for each cl	ass of sec	urities bene	-	-	-		
					inforn requi	nation con red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquire (A) or Dispose (D) (Instr. 3, and 5)	d of					(Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 <u>(1)</u>	01/02/2018		А		2,640		(2)	(3)	Common Stock	2,640	2

Reporting Owners

Reporting Owner Name / Address		Relationsh					
	Director	10% Owner	Officer	Other			
Wright Mary Ann 800 GESSNER SUITE 500 HOUSTON, TX 77024	Х						
Signatures							
/s/ Beth Sibley, attorney-in-fac Wright	t for Mary	Ann	01	/04/2018			
<u>**</u> Signature of Reporting F			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, cash, or a combination thereof, as determined by the Compensation Committee, upon the termination of the director's membership on our Board of Directors. In the event

- (2) 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 the 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.