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GROUP 1 AUTOMOTIVE INC Form 4 November 30, 2006 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HOWARD ROBERT E II Issuer Symbol **GROUP 1 AUTOMOTIVE INC** (Check all applicable) [GPI] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 950 ECHO LANE, SUITE 100 11/28/2006 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Dav/Year) Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting HOUSTON, TX 77024 Person (Zip) (City) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 5. Amount of 7. Nature of Indirect 3. 4. Securities Acquired 6. Execution Date, if Security (Month/Day/Year) Transaction(A) or Disposed of (D) Securities Ownership Beneficial (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Ownership any (Month/Day/Year) (Instr. 8) Owned Direct (D) (Instr. 4) Following or Indirect Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price By Automotive Common 11/28/2006 S 450 D \$ 52.2 110,715 I Holdings-Texas, Stock LP (1) By Automotive Common S 11/28/2006 350 D 110.365 Ι Holdings-Texas, 52.19 Stock LP (1) By Automotive Common 11/28/2006 S 850 D 109,515 I Holdings-Texas, Stock 52.18 LP (1) Common 11/28/2006 S 800 D \$ Ι By Automotive 108.715 Stock 52.17 Holdings-Texas,

Common Stock	11/28/2006	S	1,600.5	D	\$ 52.16	107,114.5	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/28/2006	S	1,501.5	D	\$ 52.15	105,613	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/28/2006	S	800	D	\$ 52.14	104,813	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/28/2006	S	400	D	\$ 52.12	104,413	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/28/2006	S	2,050	D	\$ 52.11	102,363	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/28/2006	S	50	D	\$ 52.13	102,313	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/28/2006	S	750	D	\$ 52.1	101,563	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/28/2006	S	2,550	D	\$ 52.09	99,013	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/28/2006	S	1,250	D	\$ 52.08	97,763	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/28/2006	S	650	D	\$ 52.07	97,113	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/28/2006	S	1,548.5	D	\$ 52.06	95,564.5	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/28/2006	S	4,355	D	\$ 52.05	91,209.5	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/28/2006	S	1,193	D	\$ 52.04	90,016.5	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/28/2006	S	500	D	\$ 52.03	89,516.5	I	By Automotive Holdings-Texas, LP (1)

LP (1)

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Common Stock	11/28/2006	S	700	D	\$ 52.02	88,816.5	Ι	By Automotive Holdings-Texas, LP (1)
Common Stock	11/28/2006	S	202	D	\$ 52.01	88,614.5	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/28/2006	S	550	D	\$ 52	88,064.5	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/28/2006	S	1,150	D	\$ 51.99	86,914.5	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/28/2006	S	2,048.5	D	\$ 51.98	84,866	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/28/2006	S	1,351.5	D	\$ 51.97	83,514.5	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/28/2006	S	1,349.5	D	\$ 51.96	82,165	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/28/2006	S	1,000	D	\$ 51.95	81,165	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/28/2006	S	900	D	\$ 51.94	80,265	I	By Automotive Holdings-Texas, LP (1)
Common Stock						230,000	I	By Howard Investments, LLC
Common Stock						76,500	I	By Texas Automotive Holdings, LP <u>(2)</u>
Common Stock						609,080	D	

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.

 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)	Code	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owna Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address		Relationships							
1 0	Director	10% Owner	Officer	Other					
HOWARD ROBERT E II 950 ECHO LANE SUITE 100 HOUSTON, TX 77024	Х								
Signatures									
/s/ Howard, II, Robert E.	11/30/2006	5							

**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) 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.