#### **GROUP 1 AUTOMOTIVE INC**

Form 4 March 03, 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

may continue. See Instruction 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

1(b).

(Middle)

(Print or Type Responses)

1. Name and Address of Reporting Person \* O'Hara J. Brooks

(Last) (First)

800 GESSNER, SUITE 500

(Street)

(Ctata)

HOUSTON, TX 77024

2. Issuer Name and Ticker or Trading

Symbol

**GROUP 1 AUTOMOTIVE INC** [GPI]

3. Date of Earliest Transaction

(Month/Day/Year) 02/27/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

Beneficial Ownership

(Instr. 4)

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

Director 10% Owner Other (specify X\_ Officer (give title

VP, Human Resources

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

(City)	(State)	Ta Ta	able I - Non-I	Derivative Securities Acq	uired, Disposed o	f, or Beneficially Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership 7. Nature of
Security	(Month/Day/Year)	Execution Date, i	if Transacti	on(A) or Disposed of (D)	Securities	Form: Direct Indirect

Security	(Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D					d of (D)	Securities	Form: Direc	
(Instr. 3)		any	Code (Instr. 3, 4 and 5)		Beneficially	(D) or			
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	
							Following	(Instr. 4)	
							Reported		
					(A)		Transaction(s)		
			~		or	~ .	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	·		
Common	02/27/2015		F	985	D	\$	41,142.31	D	
Stock	02/2//2015		•	702		82.14	11,1 12.51	2	
Common Stock	03/02/2015		F	493	D	\$ 80.82	40,649.31	D	
Stock						00.02			

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

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.

#### Edgar Filing: GROUP 1 AUTOMOTIVE INC - Form 4

# 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		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

O'Hara J. Brooks 800 GESSNER SUITE 500 HOUSTON, TX 77024

VP, Human Resources

**Signatures** 

/s/ Beth Sibley, attorney-in-fact for J. Brooks O'Hara

03/03/2015

\*\*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).

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.

Reporting Owners 2