

HOWARD ROBERT E II
Form 4
November 09, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(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)
11/07/2005

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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	11/07/2005		S	300	D	\$ 30.15	85,700	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	11/07/2005		S	1,100	D	\$ 30.14	84,600	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	11/07/2005		S	800	D	\$ 30.12	83,800	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	11/07/2005		S	300	D	\$ 30.11	83,500	I	By Automotive Holdings-Texas,

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Common Stock	11/07/2005	S	1,600	D	\$ 30.1	81,900	I	LP ⁽¹⁾ By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	11/07/2005	S	2,100	D	\$ 30.09	79,800	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	11/07/2005	S	1,600	D	\$ 30.08	78,200	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	11/07/2005	S	100	D	\$ 30.07	78,100	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	11/07/2005	S	700	D	\$ 30.06	77,400	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	11/07/2005	S	1,800	D	\$ 30.05	75,600	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	11/07/2005	S	600	D	\$ 30.04	75,000	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	11/07/2005	S	9,400	D	\$ 30.03	65,600	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	11/07/2005	S	10,200	D	\$ 30.02	55,400	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	11/07/2005	S	1,800	D	\$ 30.01	53,600	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock	11/07/2005	S	17,600	D	\$ 30	36,000	I	By Automotive Holdings-Texas, LP ⁽¹⁾
Common Stock						1,084,550	D	
Common Stock						666,000	I	By Howard Investments, LLC
Common Stock						114,000	I	By Texas Automotive Holdings, LP

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

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

Table with columns for Title of Derivative Security, Conversion or Exercise Price of Derivative Security, Transaction Date, Deemed Execution Date, Transaction Code, Date Exercisable and Expiration Date, Title and Amount of Underlying Securities, and Price of Derivative Security.

Reporting Owners

Table with columns for Reporting Owner Name / Address and Relationships (Director, 10% Owner, Officer, Other). Howard Robert E II is listed as a Director.

Signatures

/s/ Howard, II, Robert E. 11/08/2005
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.

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.