GROUP 1 AUTOMOTIVE INC

Form 4 March 08, 2006

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

0.5

Form 4 or Form 5 obligations may continue.

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

SECURITIES

burden hours per response...

Estimated average

See Instruction

1(b).

(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) 950 ECHO LA	(Last) (First) (Middle) 950 ECHO LANE, SUITE 100		3. Date of Earliest Transaction (Month/Day/Year) 03/06/2006	X Director 10% Owner Officer (give title below) Other (specify below)		
	(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		
HOUSTON, TX 77024				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. Transactic Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	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)
Common Stock	03/06/2006		S	100	D	\$ 39.01	103,665	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/06/2006		S	100	D	\$ 39	103,565	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/06/2006		S	800	D	\$ 38.99	102,765	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/06/2006		S	200	D	\$ 38.98	102,565	I	By Automotive Holdings-Texas,

								LP (1)
Common Stock	03/06/2006	S	100	D	\$ 38.96	102,465	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/06/2006	S	4,100	D	\$ 38.95	98,365	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/06/2006	S	100	D	\$ 38.94	98,265	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/06/2006	S	200	D	\$ 38.93	98,065	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/06/2006	S	400	D	\$ 38.92	97,665	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/06/2006	S	100	D	\$ 38.89	97,565	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/06/2006	S	800	D	\$ 38.88	96,765	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/06/2006	S	400	D	\$ 38.87	96,365	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/06/2006	S	500	D	\$ 38.86	95,865	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/06/2006	S	1,500	D	\$ 38.85	94,365	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/06/2006	S	1,500	D	\$ 38.82	92,865	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/06/2006	S	400	D	\$ 38.81	92,465	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/06/2006	S	800	D	\$ 38.8	91,665	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/06/2006	S	600	D	\$ 38.78	91,065	I	By Automotive Holdings-Texas, LP (1)

Edgar Filing: GROUP 1 AUTOMOTIVE INC - Form 4

Common Stock	03/06/2006	S	200	D	\$ 38.75	90,865	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/06/2006	S	200	D	\$ 38.74	90,665	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/06/2006	S	600	D	\$ 38.72	90,065	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/06/2006	S	800	D	\$ 38.71	89,265	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/06/2006	S	1,400	D	\$ 38.7	87,865	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/06/2006	S	100	D	\$ 38.69	87,765	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/06/2006	S	300	D	\$ 38.68	87,465	I	By Automotive Holdings-Texas, LP (1)
Common Stock	03/06/2006	S	200	D	\$ 38.67	87,265	I	By Automotive Holdings-Texas, LP (1)
Common Stock						1,018,330	D	
Common Stock						666,000	I	By Howard Investments, LLC
Common Stock						114,000	I	By Texas Automotive Holdings, LP (2)

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.

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		3. Transaction Date (Month/Day/Year)				6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	
Security	or Exercise Price of	(Mondin Bay) Tear)	any (Month/Day/Year)	Code	of	(Month/Day/Year)	Underlying Securities		Secur Bene

Edgar Filing: GROUP 1 AUTOMOTIVE INC - Form 4

Derivative Securities (Instr. 3 and 4) Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date Number of Shares

Own

Follo

Repo

Trans

(Insti

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HOWARD ROBERT E II

950 ECHO LANE
SUITE 100

Signatures

HOUSTON, TX 77024

/s/ Howard, II,

Robert E. 03/08/2006

**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.

Reporting Owners 4