HOWARD ROBERT E II

Form 4 May 05, 2006

FORM 4

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

OMB

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Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

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OMB APPROVAL

Section 16. 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

burden hours per response...

See Instruction 1(b).

Common

Common

Common

Stock

Stock

Stock

05/03/2006

05/01/2006

05/03/2006

(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	(First) (Display LANE, SUITE 1	(Middle)	3. Date o (Month/I 05/03/2	Day/Ye		Transaction			X Director Officer (give below)		0% Owner Other (specify	
(Street) HOUSTON, TX 77024				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 Person			
	(City)	(State)	(Zip)	Tab	le I - N	lon-	Derivative	Securi	ities Acqu	iired, Disposed o	of, or Benefic	ially Owned	
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I any (Month/Day	Date, if	3. Transa Code (Instr.	8)	4. Securities nor Dispose (Instr. 3, 4	d 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	05/01/2006			G	V	136,000	D	\$ 0	530,000	I	By Howard Investments,	
	Stock						,,,,,,			,		LIC	

V 100,000 D

V 100,000 A

V 136,000

G

G

\$0

\$0

\$0

918,330

200,000

53,765

LLC

By Texas

LP (1)

Automotive

Holdings, LP (2) By Automotive

Holdings-Texas,

D

Ι

Ι

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Common Stock	05/03/2006	S	2,100	D	\$ 61.09	194,800	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	1,300	D	\$ 61.08	193,500	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	300	D	\$ 61.07	193,200	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	2,300	D	\$ 61.05	190,900	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	1,500	D	\$ 61.04	189,400	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	200	D	\$ 61.03	189,200	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	200	D	\$ 61.02	189,000	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	900	D	\$ 61.01	188,100	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	100	D	\$ 61.23	199,900	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	200	D	\$ 61.22	199,700	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	500	D	\$ 61.21	199,200	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	600	D	\$ 61.2	198,600	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	200	D	\$ 61.19	198,400	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	200	D	\$ 61.15	198,200	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	600	D	\$ 61.14	197,600	I	By Texas Automotive

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								Holdings, LP (2)
Common Stock	05/03/2006	S	100	D	\$ 61.13	197,500	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	500	D	\$ 61.12	197,000	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	100	D	\$ 61.1	196,900	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	23,900	D	\$ 61	164,200	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	7,300	D	\$ 60.99	156,900	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	5,700	D	\$ 60.98	151,200	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	3,000	D	\$ 60.97	148,200	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	1,500	D	\$ 60.96	146,700	I	By Texas Automotive Holdings, LP (2)

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amount or	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Number of Shares

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. 05/04/2006

**Signature of Reporting 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.

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