

HESTERBERG EARL J
Form 4
January 05, 2018

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 *
HESTERBERG EARL J

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)
800 GESSNER, SUITE 500
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

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)
Common Stock	01/03/2018		S(1)	2,000 D	\$ 72.066 (2) 134,065.17	D	
Common Stock	01/04/2018		S(1)	4,000 D	\$ 73.0012 (3) 130,065.17	D	
Common Stock	01/04/2018		S(1)	1,739 D	\$ 73.8562 (4) 128,326.17	D	
Common Stock	01/05/2018		S(1)	6,898 D	\$ 73.9578 (5) 121,428.17	D	

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Common Stock	01/05/2018		S ⁽¹⁾	3,102	D	\$ 74.6796 (6)	118,326.17	D	
Common Stock	01/05/2018		S ⁽¹⁾	9,500	D	\$ 76.1857 (7)	108,826.17	D	
Common Stock	01/05/2018		S ⁽¹⁾	386	D	\$ 76.5966 (8)	108,440.17	D	
Common Stock	01/05/2018		S ⁽¹⁾	38	D	\$ 75.1941	14,562	I	Susan Hesterberg, Trustee of Irrevocable Trust B
Common Stock	01/05/2018		S ⁽¹⁾	38	D	\$ 75.1941	14,562	I	Susan Hesterberg, Trustee of Irrevocable Trust J
Common Stock	01/05/2018		S ⁽¹⁾	38	D	\$ 75.1941	14,562	I	Susan Hesterberg, Trustee of Irrevocable Trust M
Common Stock							7,500	I	BH 2016 Irrevocable Trust
Common Stock							215,942	I	Hesterberg Management Trust
Common Stock							7,500	I	MH 2016 Irrevocable Trust

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Code (Instr. 8)	5. Transaction Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.56 to \$76.52, inclusive. The reporting person undertakes to provide to Group 1 Automotive, Inc., any security holder of Group 1 Automotive, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 7 to this Form 4.

(8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.575 to \$76.635, inclusive. The reporting person undertakes to provide to Group 1 Automotive, Inc., any security holder of Group 1 Automotive, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 8 to this Form 4.

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