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GP STRATEGIES CORP

Form 5

February 14, 2003

_ Check this box if no

FORM 5

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

OMB APPROVAL

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longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

_ Form 3 Holdings

Reported

X Form 4 Transactions Reported ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

			2. Issuer Na GP Strateg			Person(s)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Greenberg, Scot (Last) 9 Eli Circle		Aiddle)	of Reporting Person,				Statement for onth/Year ecember 31, 2002	X Director 10% Owne X Officer (Other (spec			
Morganville, NJ	(Street) 07751				D	If Amendment, ate of Original Month/Year)	7. Individua (Check App X Form file Person Form file	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting			
(City)	(State)	(Zip)	Table	e I Non-l	Deriva	tive Se	curities Acquired, D				
1. Title of Security (Instr. 3)	action	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Trans- action Code (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 & 5) Amount (A) Pric		of (D)	5. Amount of Securities Beneficially Owned at End of Issuer's	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
		i ear)			(D)		Fiscal year (Instr. 3 & 4)				
Common Stock	<u>(1)</u>		J	1,406	A	(1)	4,11	9 I	GP Retirement Savings Plan		
Common Stock							17,71	8 D			
Common Stock							2,00	0 I	By Spouse		
Common Stock							2,00	0 I	By Son		

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

FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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(e.g., puts, calls, warrants, options, convertible securities)

	1		ī —		_									
1. Title of	2. Conver-	3.	3A.	4.	5.		6. Date Exercisable		7. Title and		8. Price of	9. Number	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	Num	ber	erand Expiration		Amount of		Derivative	of	Owner-	of Indirect
Security	Exercise	action	Execution	action	of		Date	Underlying		Security	Derivative	ship	Beneficial	
	Price of	Date	Date,	Code	Deri	vati	ati(MeIonth/Day/			rities	(Instr. 5)	Securities	Form	Ownership
(Instr. 3)	Derivative		if any		Secu	ecuriti e ¥ear)		(Instr	. 3 & 4)		Beneficially	of Deriv-	(Instr. 4)	
	Security	(Month/	(Month/	(Instr.	Acqı	iire	red					Owned	ative	
				8)	(A)	or						at End of	Security:	
		Year)	Year)		Disp	ose	ed					Year	Direct	
					of (D))						(Instr. 4)	(D)	
												or		
					(Instr.								Indirect	
					3, 4 &								(I)	
					5)								(Instr. 4)	
					(A) ((D)	Date	Expira-	Title	Amount				
							Exer-cisable	tion		or				
								Date		Number				
										of				
										Shares				

Explanation of Responses:

(1) The 1,406 shares were acquired from January 1, 2002 to December 31, 2002, under the GP Retirement Savings Plam at a range from \$3.40 to \$5.29.

By: /s/ Scott N. Greenberg

2/14/03 Date

Note: File three copies of this Form, one of which must be manually signed.

If space is insufficient, See Instruction 6 for procedure.

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^{**}Signature of Reporting Person

^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).