GROUP 1 AUTOMOTIVE INC

Form 4

December 14, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

January 31, 2005

0.5

Estimated average

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(Zin

HOWARD ROBERT E II			Symbol GROUP 1 AUTOMOTIVE INC [GPI]	Issuer (Check all applicable)						
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Director 10% Owner Officer (give title Other (specify below) below)						
950 ECHO LANE, SUITE 100			12/13/2006	below)						
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check						
			Filed(Month/Day/Year)	Applicable Line)						

2. Issuer Name and Ticker or Trading

HOUSTON, TX 77024

(City)

(City)	(State)	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. Securi on(A) or Do (Instr. 3,	ispose 4 and (A) or	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 Stock	12/13/2006		S	300	D	\$ 50.74	26,700	I	By Texas Automotive Holdings, LP (1)		
Common Stock	12/13/2006		S	1,000	D	\$ 50.72	25,700	I	By Texas Automotive Holdings, LP (1)		
Common Stock	12/13/2006		S	300	D	\$ 50.71	25,400	I	By Texas Automotive Holdings, LP (1)		
Common Stock	12/13/2006		S	200	D	\$ 50.7	25,200	I	By Texas Automotive		

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								Holdings, LP (1)
Common Stock	12/13/2006	S	2,000	D	\$ 50.69	23,200	I	By Texas Automotive Holdings, LP (1)
Common Stock	12/13/2006	S	900	D	\$ 50.68	22,300	I	By Texas Automotive Holdings, LP (1)
Common Stock	12/13/2006	S	600	D	\$ 50.67	21,700	I	By Texas Automotive Holdings, LP (1)
Common Stock	12/13/2006	S	1,400	D	\$ 50.66	20,300	I	By Texas Automotive Holdings, LP (1)
Common Stock	12/13/2006	S	200	D	\$ 50.65	20,100	I	By Texas Automotive Holdings, LP (1)
Common Stock	12/13/2006	S	100	D	\$ 50.64	20,000	I	By Texas Automotive Holdings, LP (1)
Common Stock						407,098	I	By Automotive Holdings-Texas, LP (2)
Common Stock						205,747	D	

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 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	f g	8. Price of Derivative Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amor	ount nber		

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

(9-02)

of Shares

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HOWARD ROBERT E II

950 ECHO LANE
SUITE 100
HOUSTON, TX 77024

Signatures

/s/ Howard, II,

Robert E. 12/14/2006

**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) 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.
- 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.

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