

GROUP 1 AUTOMOTIVE INC
Form 4
May 16, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
05/02/2016

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

HOUSTON, TX 77024
(City) (State) (Zip)

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

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	05/02/2016		G	V 20,000 D \$ 0	396,193.0625 (1)	D	
Common Stock	05/02/2016		G	V 20,000 A \$ 0	20,000	I	Spouse (2)
Common Stock	05/04/2016		G	V 7,500 D \$ 0	12,500	I	Spouse
Common Stock	05/04/2016		G	V 7,500 A \$ 0	7,500	I	MH 2016 Irrevocable Trust (3)
Common Stock	05/04/2016		G	V 7,500 D \$ 0	5,000	I	Spouse

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Common Stock	05/04/2016		G	V	7,500	A	\$ 0	7,500	I	BH 2016 Irrevocable Trust ⁽³⁾
Common Stock								14,600	I	Susan Hesterberg, Trustee of Irrevocable Trust B
Common Stock								14,600	I	Susan Hesterberg, Trustee of Irrevocable Trust J
Common Stock								14,600	I	Susan Hesterberg, Trustee of Irrevocable Trust M

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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

HESTERBERG EARL J
800 GESSNER
SUITE 500
HOUSTON, TX 77024

X

President & CEO

Signatures

/s/ Beth Sibley, attorney-in-fact for Earl J.
Hesterberg

05/16/2016

__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) Includes shares purchased in the Group 1 Automotive, Inc. Employee Stock Purchase Plan. The plan provides for a stock purchase discount of 15%, and is calculated using the stock closing price of the first or last day of the quarter, whichever is lower.

This transaction involved a gift of securities by the reporting person to his spouse, who shares reporting person's household. The reporting person disclaims beneficial ownership of the shares held by his spouse, and this report should not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.

The reporting person is the Trustee of the BH 2016 Irrevocable Trust and the MH 2016 Irrevocable Trust (collectively, the "Trusts").
(3) Members of the reporting person's immediate family are the beneficiaries of the Trusts. The reporting person disclaims beneficial ownership of the Group 1 Automotive, Inc. stock held by the Trusts, except to the extent of his pecuniary interest therein.

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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