## Edgar Filing: GROUP 1 AUTOMOTIVE INC - Form 4

GROUP 1 Form 4 February 2	AUTOMOTIVE 7, 2017	INC									
FOR	ЛЛ									APPROVAL	
	UNITEI	) STATES		JRITIES ashingto				COMMISSION	OMB Number:	3235-0287	
Check if no lo	this box								Expires:	January 31, 2005	
subject Section Form 4 Form 5	to SIAIE 16. or			SECU	JRITIES	5		WNERSHIP OF	Estimate	ed average nours per	
obligat may co	ions Section 17	7(a) of the	Public		olding C	ompa	any Act	nge Act of 1934, of 1935 or Sectio 940	)n		
(Print or Type	e Responses)										
HESTERBERG EARL J S			Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol GROUP 1 AUTOMOTIVE INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)		of Earliest	Transactio			X Director	1	10% Owner	
800 GESSNER, SUITE 500			(Month	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2017				X_ Officer (give title Other (specify below) below) President & CEO			
				4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
	N, TX 77024							Person	More than One	Reporting	
(City)	(State)	(Zip)	Та	ble I - Nor	n-Derivativ	ve Sec	curities A	cquired, Disposed o	of, or Benefic	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transacti Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	02/24/2017			F	5,873	D	\$ 79.76	159,378.0625	D		
Common Stock	02/24/2017			F	3,776	D	\$ 79.76	155,602.0625	D		
Common Stock								7,500	Ι	BH 2016 Irrevocable Trust	
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
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 benef	icially owned directly or indirectly. Persons who respond to the collect information contained in this form a required to respond unless the form displays a currently valid OMB cont number.	re not (9-02)
	uired, Disposed of, or Beneficially Owned options, convertible securities)	
1. Title of Derivative2.3. Transaction Date (Month/Day/Year)3A. Deemed Execution Date, if any1. Title of SecurityConversion or Exercise(Month/Day/Year)Execution Date, if any(Instr. 3)Price of Derivative(Month/Day/Year)	4. 5. 6. Date Exercisable and TransactionNumber Expiration Date Code of (Month/Day/Year) (Instr. 8) Derivative Securities	7. Title and8. Price of9. NuAmount ofDerivativeDerivUnderlyingSecuritySecuritySecurities(Instr. 5)Bene(Instr. 3 and 4)Ownore

Acquired (A) or

Disposed

(Instr. 3, 4, and 5)

Date

Exercisable Date

of (D)

Code V (A) (D)

## **Reporting Owners**

Security

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
	Х		President & CEO	

Amount

of

Shares

Expiration Title Number

Follo

Repo

Trans

(Insta

HESTERBERG EARL J 800 GESSNER SUITE 500 HOUSTON, TX 77024

## Signatures

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

Hesterberg

02/27/2017

<u>\*\*</u>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).

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.