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GROUP 1 AUTOMOTIVE INC

Form 8-K May 20, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 19, 2004

GROUP 1 AUTOMOTIVE, INC. (Exact name of Registrant as specified in its charter)

Delaware (State or other jurisdiction of (Commission File (I.R.S. Employer incorporation or organization) Number) Identification No.) incorporation or organization)

1-13461

76-0506313

950 Echo Lane, Suite 100 Houston, Texas 77024 (Address of principal executive offices) (Zip code)

(713) 647-5700 (Registrant's telephone number including area code)

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

- (c) Exhibits
 - 99.1 Press Release of Group 1 Automotive, Inc. dated as of May 19, 2004 announcing the re-election of three directors.

ITEM 9. REGULATION FD DISCLOSURE

On May 19, 2004, Group 1 Automotive, Inc., a Delaware corporation, announced that at its annual stockholders meeting held today, three directors were re-elected to serve another three year term. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

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Group 1 Automotive, Inc.

May 20, 2004

Date

By: /s/ Robert T. Ray

Robert T. Ray,

Senior Vice President,

Chief Financial Officer and Treasurer

INDEX TO EXHIBITS

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