#### GROUP 1 AUTOMOTIVE INC

Form 4

Stock

Common

11/01/2006

November 03, 2006

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FORM 4 LINETED STATES SECURITIES AND EVOLANCE COMMISSION									OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									er: 3235-0	287	
	this box				2.0.2	<b>.</b>		Expire	January		
if no longer subject to Section 16. Form 4 or								Estim burde respo	Estimated average burden hours per response 0.5		
Form 5 obligation may co See Install 1(b).	ions Section 17	(a) of the H	Public 1		ing Cor	npany Act	nge Act of 193 of 1935 or Sec 940				
(Print or Type	e Responses)										
	Address of Reporting  OROBERT E II	g Person *	2. Issu Symbol	ner Name and	Ticker or	Trading	5. Relationshi	p of Reportin	ng Person(s) to		
			GROUP 1 AUTOMOTIVE INC [GPI]				(Check all applicable)				
(Last) (First) (Middle) 950 ECHO LANE, SUITE 100			3. Date of Earliest Transaction (Month/Day/Year) 11/01/2006				_X_ Director 10% Owner Officer (give title Other (specify below)				
	(Street) N, TX 77024		4. If An	nendment, Dat (onth/Day/Year)	_	1	Applicable Line _X_ Form filed	e) by One Repor	p Filing(Check ting Person One Reporting		
(City)	(State)	(Zip)	Ta	ble I - Non-De	erivative	Securities A	cquired, Dispose	d of, or Ben	eficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I any (Month/Day	Date, if	Transaction(A	A) or Dispostr. 3, 4		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 Inc Beneficial Ownership (Instr. 4)	direct	
Common Stock				0000 / 11		,2, 11100	609,080	D			
Common Stock							230,000	I	By Howard Investments, LLC	,	
Common Stock							195,700	I	By Texas Automotive	D (2)	

S

100

D \$ 164,465

Ι

Holdings, LP  $\underline{^{(2)}}$ By Automotive

Holdings-Texas,

LP (1)

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Common Stock	11/01/2006	S	100	D	\$ 54.75	164,365	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/01/2006	S	100	D	\$ 54.74	164,265	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/01/2006	S	400	D	\$ 54.73	163,865	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/01/2006	S	100	D	\$ 54.72	163,765	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/01/2006	S	300	D	\$ 54.71	163,465	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/01/2006	S	300	D	\$ 54.7	163,165	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/01/2006	S	300	D	\$ 54.69	162,865	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/01/2006	S	300	D	\$ 54.67	162,565	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/01/2006	S	100	D	\$ 54.64	162,465	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/01/2006	S	600	D	\$ 54.63	161,865	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/01/2006	S	200	D	\$ 54.62	161,665	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/01/2006	S	200	D	\$ 54.61	161,465	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/01/2006	S	150	D	\$ 54.59	161,315	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/01/2006	S	50	D	\$ 54.54	161,265	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/01/2006	S	400	D	\$ 54.51	160,865	I	By Automotive Holdings-Texas,

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								LP (1)
Common Stock	11/01/2006	S	200	D	\$ 54.49	160,665	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/01/2006	S	200	D	\$ 54.48	160,465	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/01/2006	S	50	D	\$ 54.47	160,415	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/01/2006	S	50	D	\$ 54.45	160,365	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/01/2006	S	100	D	\$ 54.24	160,265	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/01/2006	S	150	D	\$ 54.23	160,115	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/01/2006	S	200	D	\$ 54.22	159,915	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/01/2006	S	300	D	\$ 54.21	159,615	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/01/2006	S	50	D	\$ 54.19	159,565	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/01/2006	S	50	D	\$ 54.18	159,515	I	By Automotive Holdings-Texas, LP (1)
Common Stock	11/01/2006	S	150	D	\$ 54.17	159,365	I	By Automotive Holdings-Texas, LP (1)

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)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exercisal Expiration Date		7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month Day/ Teal)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Yea e	ar)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Ex Exercisable Da	•	Title Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	S	Relationships							
• 0	Director	10% Owner	Officer	Other					
HOWARD ROBERT E II									
950 ECHO LANE	X								
SUITE 100	Λ								
HOUSTON, TX 77024									

# **Signatures**

/s/ Howard, II,

Robert E. 11/03/2006

\*\*Signature of Reporting 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) 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.
- (2) 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.

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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