

Esposito-Mayer Sharon
Form 4
August 08, 2012

FORM 4

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

OMB APPROVAL

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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 *
Esposito-Mayer Sharon

2. Issuer Name and Ticker or Trading Symbol
GP STRATEGIES CORP [GPX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/06/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP & Chief Financial Officer

GP STRATEGIES CORPORATION, 6095 MARSHALEE DR., SUITE 300
(Street)

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

ELKRIDGE, MD 21075

(City) (State) (Zip)

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)
			Code	V	Amount or Price		
Common Stock	08/06/2012		A		15,000 A \$ 0 ⁽¹⁾	39,877	D
Common Stock ⁽²⁾	08/06/2012		M		120 A \$ 3.93	39,997	D
Common Stock ⁽²⁾	08/06/2012		F		58 D \$ 19.38	39,939	D
Common Stock ⁽²⁾	08/06/2012		M		70,000 A \$ 11.08	109,939	D
Common Stock ⁽²⁾	08/06/2012		F		50,782 D \$ 19.38	59,157	D

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Common Stock	08/07/2012	S	5,000	D	\$ 19.38	54,157	D	
Common Stock						9,439	I	GP 401(k) Plan ⁽³⁾

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. 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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Appreciation Right ⁽⁴⁾	\$ 3.93	08/06/2012		A	120	08/06/2012 08/06/2012	Common Stock
Stock Appreciation Right	\$ 3.93	08/06/2012		M	120	08/06/2012 08/06/2012	Common Stock
Stock Appreciation Right ⁽⁴⁾	\$ 11.08	08/06/2012		A	70,000	08/06/2012 08/06/2012	Common Stock
Stock Appreciation Right	\$ 11.08	08/06/2012		M	70,000	08/06/2012 08/06/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Esposito-Mayer Sharon GP STRATEGIES CORPORATION 6095 MARSHALEE DR., SUITE 300 ELKRIDGE, MD 21075			EVP & Chief Financial Officer	

Signatures

Sharon
Esposito-Mayer 08/08/2012

 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) Grant of restricted stock units under the Company's 2011 Stock Incentive Plan, vesting over 5 years with 20% vesting on each anniversary of the August 6, 2012 grant date.
 - (2) Reflects exercise for stock of stock appreciation right with respect to previously reported stock options.
 - (3) Shares held in GP 401(k) Retirement Savings Plan based on plan statement as of June 30, 2012.
 - (4) The stock appreciation right is granted with respect to previously reported stock options and may be exercised for stock. The exercise of the stock appreciation right results in the expiration of the related stock options.

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.