### Edgar Filing: GP STRATEGIES CORP - Form 5

#### **GP STRATEGIES CORP**

Form 5

February 14, 2005

#### **OMB APPROVAL** FORM 5

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 Check this box if no longer subject

to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4 Transactions

(Last)

(City)

Reported 1. Name and Address of Reporting Person \*

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

SHARP DOUGLAS E

GP STRATEGIES CORP [GPX] 3. Statement for Issuer's Fiscal Year Ended

(Check all applicable)

below)

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

3235-0362

January 31,

2005

1.0

(Month/Day/Year)

12/31/2004

\_X\_ Director 10% Owner Officer (give title Other (specify

**GENERAL PHYSICS** CORPORATION. 6095 MARSHALEE DRIVE

(Street)

(Middle)

(Zin)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

### ELKRIDGE, ÂMDÂ 21075

(State)

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)	(State)	Tab.	le I - Non-Der	rivative Se	curiti	es Acqu	ired, Disposed	of, or Benefici	ally 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. Securit (A) or Di (D) (Instr. 3,	spose	d of	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/20/2005(1)	Â	A	657	A	\$ 6.96	7,000	I	GP 401(k) Retirement Savings Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**SEC 2270** (9-02)

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	Execution Date, if	4. Transaction	5. Number	6. Date Exerc Expiration Da	ate	7. Title Amou	nt of	8. Price of Derivative
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		i ear)	Under Securi (Instr.	, ,	Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

of D

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SHARP DOUGLAS E GENERAL PHYSICS CORPORATION 6095 MARSHALEE DRIVE ELKRIDGE, MD 21075	ÂX	Â	Â	Â		

## **Signatures**

Lydia M. DeSantis for Douglas E. Sharp 02/14/2005

\*\*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).

The 657 shares were acquired from January 20, 2004 to June 22, 2004, pursuant to the terms and conditions of the GP 401(k) Retirement (1) Savings Plan at prices ranging from \$6.35 to \$7.65. The total represents an allocation of shares to the reporting person's account in a unitized stock fund consisting of cash plus shares of the issuer's stock.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 2