

GROUP 1 AUTOMOTIVE INC
 Form 4
 June 03, 2005

FORM 4

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

OMB APPROVAL

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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 *
HOLLINGSWORTH B B JR

2. Issuer Name and Ticker or Trading Symbol
GROUP 1 AUTOMOTIVE INC [GPI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
950 ECHO LANE, SUITE 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2005

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below)
Former Chairman, Pres & CEO

HOUSTON, TX 77024
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	06/01/2005		M	V	18,300	A	\$ 16.47 589,526 D
Common Stock	06/01/2005		S		12,200	D	\$ 26.95 577,326 D
Common Stock	06/01/2005		S		200	D	\$ 27.07 577,126 D
Common Stock	06/01/2005		S		5,900	D	\$ 27.1 571,226 D
Common Stock	06/02/2005		M		72,100	A	\$ 16.47 643,326 D

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Common Stock	06/02/2005	S	72,100	D	\$ 27.04	571,226	D
Common Stock	06/03/2005	M	13,500	A	\$ 17.88	584,726	D
Common Stock	06/03/2005	S	1,200	D	\$ 27.04	583,526	D
Common Stock	06/03/2005	S	400	D	\$ 27.03	583,126	D
Common Stock	06/03/2005	S	1,800	D	\$ 27.02	581,326	D
Common Stock	06/03/2005	S	10,100	D	\$ 27	571,226	D

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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option - Right to Buy	\$ 16.47	06/01/2005		M	18,300	<u>(1)</u> 11/09/2009	Common Stock	18,300	
Employee Stock Option - Right to Buy	\$ 16.47	06/02/2005		M	72,100	<u>(1)</u> 11/09/2009	Common Stock	72,100	
Employee Stock Option - Right to Buy	\$ 17.88	06/03/2005		M	13,500	<u>(2)(3)</u> 11/11/2008	Common Stock	13,500	

