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

GROUP 1 AU Form 4 January 05, 20	JTOMOTIVE IN 011	С										
<b>FORM</b> Check this	s box		PPROVAL 3235-0287 January 31,									
subject to Section 16 Form 4 or Form 5 obligation may contin	subject to       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF       Estimated average         subject to       SECURITIES       Estimated average         Section 16.       Form 4 or       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,         obligations       Filed pursuant to Section 16(a) of the Public Utility Holding Company Act of 1935 or Section       Section 17(a) of the Investment Company Act of 1940											
(Print or Type R	esponses)											
QUINN STEPHEN D Symbol					Ficker or T			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 800 GESSNE	(First) (M ER, SUITE 500	(Mo	ate of Ear onth/Day/Y 03/2011	Year)	nsaction			X Director Officer (give below)		b Owner er (specify		
	Amendm d(Month/D		e Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person						
HOUSTON,								Form filed by M Person	Iore than One Re	eporting		
(City)	(State) (A	Zip)	Table I -	Non-De	rivative S	ecurit	ties Ace	quired, Disposed of	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)		Transaction Date 2A. Deemed onth/Day/Year) Execution Date any (Month/Day/Ye		(Instr. 8) (Instr. 3, 4 and 5)				Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	01/03/2011			A	2,331	A	\$0	29,395.16	D			

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Da	y/Year)	Execution Date any (Month/Day/Ye	Code		S		Unde Secur	unt of orlying rities . 3 and 4)	Derivative Security (Instr. 5)	Deriv Secur Bene Owno Follo Repo Trans (Instr
					Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Reporting Owners												
Reporting	Owner Name / Addres	/ Address		Relations								
. 8			Director	r 10% Owner	Officer	Other						
QUINN S' 800 GESS SUITE 50		)	X									

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4.

5.

6. Date Exercisable and 7. Title and

8. Price of 9. Nu

## Signatures

HOUSTON, TX 77024

1. Title of 2.

By Beth Sibley, attorney-in-fact, for Stephen D. Quinn /s/Beth Sibley

3. Transaction Date 3A. Deemed

\*\*Signature of Reporting Person

01/05/2011 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).

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.