

GROUP 1 AUTOMOTIVE INC  
Form 4  
September 28, 2006

**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 \*  
HOWARD ROBERT E II

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)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

950 ECHO LANE, SUITE 100

09/27/2006

(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

HOUSTON, TX 77024

(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 (A) or (D) Price			
Common Stock	09/27/2006		S	800 D \$ 49.1	5,715	I	By Automotive Holdings-Texas, LP <sup>(1)</sup>
Common Stock	09/27/2006		S	1,000 D \$ 49.07	4,715	I	By Automotive Holdings-Texas, LP <sup>(1)</sup>
Common Stock	09/27/2006		S	950 D \$ 49	3,765	I	By Automotive Holdings-Texas, LP <sup>(1)</sup>
Common Stock					809,080	D	

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Common Stock						430,000	I	By Howard Investments, LLC
Common Stock	09/27/2006	S	300	D	\$ 49.82	21,565	I	By Automotive Holdings-Texas, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	250	D	\$ 49.8	21,315	I	By Automotive Holdings-Texas, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	100	D	\$ 49.79	21,215	I	By Automotive Holdings-Texas, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	500	D	\$ 49.7	20,715	I	By Automotive Holdings-Texas, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	2,500	D	\$ 49.4	18,215	I	By Automotive Holdings-Texas, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	800	D	\$ 49.34	17,415	I	By Automotive Holdings-Texas, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	300	D	\$ 49.33	17,115	I	By Automotive Holdings-Texas, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	5,000	D	\$ 49.31	12,115	I	By Automotive Holdings-Texas, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	2,400	D	\$ 49.3	9,715	I	By Automotive Holdings-Texas, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	3,000	D	\$ 49.27	6,715	I	By Automotive Holdings-Texas, LP <sup>(1)</sup>
Common Stock	09/27/2006	S	200	D	\$ 49.13	6,515	I	By Automotive Holdings-Texas, LP <sup>(1)</sup>

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)

