Edgar Filing: HESTERBERG EARL J - Form 4

HESTERBE	ERG EARL J										
Form 4											
September 1	10, 2012										
									OMB APPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								COMMISSION	OMB Number:	3235-0287	
Check this box									Expires: Ja		
if no longer subject to STATEMENT OF (CHANGES IN BENEFICIAL OW				NERSHIP OF	Estimated average		
Section	16.			SECUI	RITIES			burden hours per			
Form 4 Form 5									response	0.5	
obligatio	-						-	e Act of 1934,			
may con				•	•	· ·	•	f 1935 or Section			
See Inst	ruction	30(h)	of the I	nvestmen	t Compai	iy Ac	ct of 194	ŀŪ			
1(b).											
(Print or Type	Responses)										
1. Name and	Address of Reporting	g Person <u>*</u>	2. Issu	er Name an	d Ticker or	Tradi	ng	5. Relationship of l	f Reporting Person(s) to		
HESTERB	ERG EARL J		Symbol	-				Issuer			
			GROUP 1 AUTOMOTIVE INC [GPI]				IC	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	of Earliest T	ransaction			X Director	10%	Owner	
800 GESSNER, SUITE 500			(Month/Day/Year) 09/07/2012					_X_ Officer (give title Other (specify below) below) President & CEO			
			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
				Filed(Month/Day/Year)				Applicable Line)			
								_X_Form filed by O			
HOUSTON	I, TX 77024							Form filed by Me Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tal	de I - Non-	Dorivativo	Secur	ities Aca	uired, Disposed of,	or Bonoficial	v Owned	
1 75'(1)		24 D					-	• • • •		•	
1.Title of Security	2. Transaction Date (Month/Day/Year)		1					5. Amount of Securities	6. Ownership	7. Nature of Indirect	
(Instr. 3)	(infolial/Day/Tour)	any			Code (Instr. 3, 4 and 5)				Form:	Beneficial	
		(Month/E				Owned Following					
						(A)		Reported Transaction(s)	or Indirect (I)	(Instr. 4)	
						or		(Instr. 3 and 4)	(I) (Instr. 4)		
				Code V	Amount	(D)	Price		. ,		
Common	09/07/2012			F	17,496	D	\$	484,412.3046	D		
Stock	070712012			1	17,490	D	58.92	-0 - , - 12.30 - 0	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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. of Number of Derivative Securities Acquired (A) or Disposed of (D)	umber Expiration Date (Month/Day/Year) erivative ecurities cquired A) or isposed		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
HESTERBERG EARL J 800 GESSNER SUITE 500 HOUSTON, TX 77024	Х		President & CEO					
Signatures								
/s/ Beth Sibley, attorney-in-fac Hesterberg	t for Earl	J.	09/10/2012					
**Signature of Reporting I		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.