Baer Karl Form 4 July 02, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

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subject to Section 16. Form 4 or Form 5 obligations may continue.

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if no longer

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Baer Karl			2. Issuer Name and Ticker or Trading Symbol GP STRATEGIES CORP [GPX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(1)		
			(Month/Day/Year)	Director 10% Owner		
GP STRATEGIES			06/28/2012	X Officer (give title Other (specify below)		
CORPORATION, 11 MAIN ST.		AIN ST.		Executive Vice President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
MYSTIC, CT	06355			Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab l	le I - Non-I	Derivative (Securi	ities Acqu	ired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3,	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock (1)	06/28/2012		M	27,000	A	\$ 11.08	30,466	D	
Common Stock (1)	06/28/2012		F	20,024	D	\$ 17.78	10,442	D	
Common Stock (1)	06/28/2012		M	10,000	A	\$ 7.27	20,442	D	
Common Stock (1)	06/28/2012		F	5,947	D	\$ 17.78	14,495	D	
Common Stock							9,205	I	GP 401(k) Plan (2)

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

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SEC 1474

(9-02)

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 (A) or Dis (D) (Instr. 3, 4)	Acquired posed of	6. Date Exercise Expiration Date (Month/Day/Y	e	7. Title and A Underlying So (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Right (3)	\$ 7.27	06/28/2012		A	10,000		06/28/2012	06/28/2012	Common Stock
Stock Appreciation Right	\$ 7.27	06/28/2012		M		10,000	06/28/2012	06/28/2012	Common Stock
Stock Appreciation Right (3)	\$ 11.08	06/28/2012		A	27,000		06/28/2012	06/28/2012	Common Stock
Stock Appreciation Right	\$ 11.08	06/28/2012		M		27,000	06/28/2012	06/28/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Baer Karl GP STRATEGIES CORPORATION 11 MAIN ST. MYSTIC, CT 06355			Executive Vice President			
Signatures						

Karl Baer	07/02/2012		
**Signature of Reporting Person	Date		

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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).
- (1) Reflects exercise for stock of stock appreciation right granted on 6/28/2012 with respect to previously reported stock options.
- (2) Shares held in GP 401(k) Retirement Savings Plan based on plan statement as of March 31, 2012.
- (3) The stock appreciation right is granted with respect to previously reported stock options and may be exercised for stock. The exercise of the stock appreciation right results in the expiration of the related stock options.

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.