HOWARD ROBERT E II

Form 4 May 05, 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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HOWARD ROBERT E II Issuer Symbol **GROUP 1 AUTOMOTIVE INC** (Check all applicable) [GPI] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Officer (give title _ Other (specify (Month/Day/Year) below) 950 ECHO LANE, SUITE 100 05/03/2006 (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 Form filed by More than One Reporting HOUSTON, TX 77024 Person

(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. Transacti Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock							909,080	D		
Common Stock							530,000	I	By Howard Investments, LLC	
Common Stock	05/03/2006		S	1,600	D	\$ 60.7	111,500	I	By Texas Automotive Holdings, LP (2)	
Common Stock	05/03/2006		S	400	D	\$ 60.69	111,100	I	By Texas Automotive Holdings, LP (2)	

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Common Stock	05/03/2006	S	700	D	\$ 60.68	110,400	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	400	D	\$ 60.72	110,000	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	1,100	D	\$ 60.67	108,900	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	700	D	\$ 60.66	108,200	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	1,100	D	\$ 60.65	107,100	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	1,000	D	\$ 60.64	106,100	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	500	D	\$ 60.63	105,600	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	100	D	\$ 60.59	105,500	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	800	D	\$ 60.58	104,700	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	500	D	\$ 60.57	104,200	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	200	D	\$ 60.55	104,000	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	400	D	\$ 60.54	103,600	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	600	D	\$ 60.53	103,000	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	300	D	\$ 60.51	102,700	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	18,200	D	\$ 60.5	84,500	I	By Texas Automotive

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								Holdings, LP (2)
Common Stock	05/03/2006	S	800	D	\$ 60.46	83,700	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	81,800	D	\$ 60.45	1,900	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	900	D	\$ 60.44	1,000	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	100	D	\$ 60.42	900	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	800	D	\$ 60.4	100	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	100	D	\$ 60.39	0	I	By Texas Automotive Holdings, LP (2)
Common Stock	05/03/2006	S	200	D	\$ 60.62	63,765	I	By Automotive Holdings-Texas, LP (1)
Common Stock	05/03/2006	S	1,100	D	\$ 60.6	62,665	I	By Automotive Holdings-Texas, LP (1)

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. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date		Amount	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Number of Shares

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HOWARD ROBERT E II

950 ECHO LANE

SUITE 100

Signatures

HOUSTON, TX 77024

/s/ Howard, II,

Robert E. 05/04/2006

**Signature of Reporting 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).
- (1) Mr. Howard is the sole limited partner of Automotive Holdings-Texas, LP and the sole member of Automotive Holdings-Texas-GP, LLC, its sole general partner.
- (2) Howard Investments, LLC is the sole limited partner of Texas Automotive Holdings, LP and the sole member of Texas Automotive Holdings-GP, LLC, its sole general partner.

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.

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