HOWARD ROBERT E II

Form 4

November 03, 2006

FORM 4

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

OMB Number: 3235-0287

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OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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0.5

Form 4 or Form 5 obligations may continue. See Instruction

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).

(C:+-)

(Ctota)

(7:n)

(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	5. Relationship of Reporting Person(s) to Issuer			
	[GPI]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction	X Director 10% Owner Officer (give title Other (specify			
950 ECHO LANE, SUITE 100	(Month/Day/Year) 11/01/2006	below) below)			
(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			
HOUSTON, TX 77024		Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Ta	ble I - Non	-Derivati	ve Sec	urities A	cquired, Dispose	ed of, or Bene	ficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Do (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Stock	11/01/2006		S	450	D	\$ 54.65	174,950	I	By Texas Automotive Holdings, LP (1)
Common Stock	11/01/2006		S	100	D	\$ 54.64	174,850	I	By Texas Automotive Holdings, LP (1)
Common Stock	11/01/2006		S	600	D	\$ 54.63	174,250	I	By Texas Automotive Holdings, LP (1)
Common Stock	11/01/2006		S	200	D	\$ 54.62	174,050	I	By Texas Automotive

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								Holdings, LP (1)
Common Stock	11/01/2006	S	200	D	\$ 54.61	173,850	I	By Texas Automotive Holdings, LP (1)
Common Stock	11/01/2006	S	150	D	\$ 54.59	173,700	I	By Texas Automotive Holdings, LP (1)
Common Stock	11/01/2006	S	50	D	\$ 54.54	173,650	I	By Texas Automotive Holdings, LP (1)
Common Stock	11/01/2006	S	400	D	\$ 54.51	173,250	I	By Texas Automotive Holdings, LP (1)
Common Stock	11/01/2006	S	200	D	\$ 54.49	173,050	I	By Texas Automotive Holdings, LP (1)
Common Stock	11/01/2006	S	200	D	\$ 54.48	172,850	I	By Texas Automotive Holdings, LP (1)
Common Stock	11/01/2006	S	50	D	\$ 54.47	172,800	I	By Texas Automotive Holdings, LP (1)
Common Stock	11/01/2006	S	50	D	\$ 54.45	172,750	I	By Texas Automotive Holdings, LP (1)
Common Stock	11/01/2006	S	100	D	\$ 54.24	172,650	I	By Texas Automotive Holdings, LP (1)
Common Stock	11/01/2006	S	150	D	\$ 54.23	172,500	I	By Texas Automotive Holdings, LP (1)
Common Stock	11/01/2006	S	200	D	\$ 54.22	172,300	I	By Texas Automotive Holdings, LP (1)
Common Stock	11/01/2006	S	50	D	\$ 54.19	172,250	I	By Texas Automotive Holdings, LP (1)
Common Stock	11/01/2006	S	300	D	\$ 54.21	171,950	I	By Texas Automotive Holdings, LP (1)
Common Stock	11/01/2006	S	150	D	\$ 54.17	171,800	I	By Texas Automotive Holdings, LP (1)

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Common Stock	11/01/2006	S	100	D	\$ 54.16	171,700	I	By Texas Automotive Holdings, LP (1)
Common Stock	11/01/2006	S	50	D	\$ 54.18	171,650	I	By Texas Automotive Holdings, LP (1)
Common Stock	11/01/2006	S	50	D	\$ 54.13	171,600	I	By Texas Automotive Holdings, LP (1)
Common Stock	11/01/2006	S	450	D	\$ 54.12	171,150	I	By Texas Automotive Holdings, LP (1)
Common Stock	11/01/2006	S	100	D	\$ 54.11	171,050	I	By Texas Automotive Holdings, LP (1)
Common Stock	11/01/2006	S	500	D	\$ 54.1	170,550	I	By Texas Automotive Holdings, LP (1)
Common Stock	11/01/2006	S	350	D	\$ 54.09	170,200	I	By Texas Automotive Holdings, LP (1)
Common Stock	11/01/2006	S	1,650	D	\$ 54.08	168,550	I	By Texas Automotive Holdings, LP (1)
Common Stock	11/01/2006	S	50	D	\$ 54.15	168,500	I	By Texas Automotive Holdings, LP (1)
Common Stock						609,080	D	
Common Stock						159,365	I	By Automotive Holdings-Texas, LP (2)
Common Stock						230,000	I	By Howard Investments, LLC

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amaunt		
									Amount		
						Date	Expiration		or Namel		
						Exercisable	Date		Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
HOWARD ROBERT E II 950 ECHO LANE SUITE 100 HOUSTON, TX 77024	X							

Signatures

/s/ Howard, II,

Robert E. 11/03/2006 **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).
- 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.
- 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.

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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