

HESTERBERG EARL J

Form 4

January 12, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
HESTERBERG EARL J

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)
800 GESSNER, SUITE 500
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/10/2018

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

HOUSTON, TX 77024
(City) (State) (Zip)

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

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)
				(A) or (D)	Amount or Price		
Common Stock	01/10/2018		S ⁽¹⁾	D	\$ 78.5357 (2)	0	I Susan Hesterberg, Trustee of Irrevocable Trust J
Common Stock	01/10/2018		S ⁽¹⁾	D	\$ 78.5357 (2)	0	I Susan Hesterberg, Trustee of Irrevocable Trust B
Common Stock	01/10/2018		S ⁽¹⁾	D	\$ 78.5357	0	I Susan Hesterberg,

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					(2)				
Common Stock	01/10/2018	S ⁽¹⁾	7,500	D	\$ 78.5357	0	I		Trustee of Irrevocable Trust M
Common Stock	01/10/2018	S ⁽¹⁾	4,414	D	\$ 78.5357	3,086	I		BH 2016 Irrevocable Trust
Common Stock	01/10/2018	S ⁽¹⁾	3,086	D	\$ 79.672	0	I		MH 2016 Irrevocable Trust
Common Stock	01/10/2018	S ⁽¹⁾	1,314	D	\$ 79.672	214,628	I		Hesterberg Management Trust
Common Stock	01/11/2018	S ⁽¹⁾	2,191	D	\$ 79.0441	212,437	I		Hesterberg Management Trust
Common Stock	01/11/2018	S ⁽¹⁾	13,209	D	\$ 80.0286	199,228	I		Hesterberg Management Trust
Common Stock	01/11/2018	S ⁽¹⁾	4,600	D	\$ 80.3604	194,628	I		Hesterberg Management Trust
Common Stock						108,440.17	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.

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(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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)		Title		

Date	Expiration	Amount
Exercisable	Date	or
		Number
		of
		Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HESTERBERG EARL J 800 GESSNER SUITE 500 HOUSTON, TX 77024	X		President & CEO	

Signatures

/s/ Beth Sibley, attorney-in-fact for Earl J. Hesterberg 01/12/2018

__Signature of Reporting Person 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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$78.34 to \$79.29, inclusive. The reporting person undertakes to provide to Group 1 Automotive, Inc., any security holder of Group 1 Automotive, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 2 to this Form 4.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$79.41 to \$80.18, inclusive. The reporting person undertakes to provide to Group 1 Automotive, Inc., any security holder of Group 1 Automotive, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 3 to this Form 4.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$78.50 to \$79.49, inclusive. The reporting person undertakes to provide to Group 1 Automotive, Inc., any security holder of Group 1 Automotive, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 4 to this Form 4.
 - (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$79.50 to \$80.49, inclusive. The reporting person undertakes to provide to Group 1 Automotive, Inc., any security holder of Group 1 Automotive, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 5 to this Form 4.
 - (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.50 to \$81.07, inclusive. The reporting person undertakes to provide to Group 1 Automotive, Inc., any security holder of Group 1 Automotive, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 6 to this Form 4.

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.