GP STRATEGIES CORP

Form 4 October 02, 2014

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Expires:

OMB APPROVAL

3235-0287

January 31,

2005

Form 5 obligations may continue.

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 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Begley Patricia R.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(Zip)

GP STRATEGIES CORP [GPX]

(Check all applicable)

(Last) (First)

GP STRATEGIES

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

Director 10% Owner Other (specify X_ Officer (give title below)

6. Individual or Joint/Group Filing(Check

CORPORATION, 11000 BROKEN

09/30/2014

Executive Vice President

LAND PARKWAY, SUITE 200

(Street)

(State)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

COLUMBIA, MD 21044

(City)

(City)	(State)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities			5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	l (A) o	or	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
				(A)		Reported				
					(A)		Transaction(s)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	09/30/2014		D <u>(1)</u>	2,400	D	\$ 29	4,822	D		
Common Stock	09/30/2014		S <u>(1)</u>	832 (2)	D	\$ 29	90	I	GP 401(k) Plan (3)	

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr. 3	and 4)		Own
	Security										Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration Date	or Title Number of			
						Exercisable					
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

Begley Patricia R. **GP STRATEGIES CORPORATION** 11000 BROKEN LAND PARKWAY, SUITE 200 COLUMBIA, MD 21044

Executive Vice President

Signatures

By: Kenneth L. Crawford For: Patricia R. 10/02/2014 Begley

> **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).
- Represents the number of shares tendered by the reporting person pursuant to the Registrant's modified Dutch auction tender offer which **(1)** expired at 12:00 midnight, New York City time, on September 29, 2014.
 - Sale of units in a unitized fund within the GP Strategies Retirement Plan, a 401K plan (the "Plan"), where each unit in the fund represents an allocated portion of shares of the Registrant's common stock and cash held by the trustee of the fund. The reported number of shares
- (2) sold represents the number of shares within the fund allocated to the reporting person's account in the Plan and tendered by the trustee of the Plan after converting the cash portion of the units into shares of the Registrant's common stock and combining them with the shares previously allocated to the reporting person's account.
- (3) Shares held in GP 401(k) Retirement Savings Plan.

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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