

GP STRATEGIES CORP  
Form 4  
June 28, 2007

**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 \*  
SHARP DOUGLAS E

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)  
6095 MARSHALEE DRIVE, SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)  
06/26/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President

(Street)  
ELKRIDGE, MD 21075

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

(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. 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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	06/26/2007		S		1,000	D	\$ 10.9 68,483
Common Stock	06/26/2007		S		1,000	D	\$ 10.87 67,483
Common Stock	06/26/2007		S		1,000	D	\$ 10.84 66,483
Common Stock	06/26/2007		S		1,000	D	\$ 10.82 65,483
Common Stock	06/26/2007		S		1,000	D	\$ 10.8 64,483

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Common Stock	06/26/2007	S	2,000	D	\$ 10.77	62,483	D	
Common Stock	06/27/2007	S	1,924	D	\$ 10.9	60,559	D	
Common Stock	06/27/2007	S	1,000	A	\$ 10.89	59,559	D	
Common Stock						8,620	I	GP 401(k) Requirement Savings Plan <sup>(1)</sup>

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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 11.08	06/26/2007		A	115,000	<sup>(2)</sup>	06/26/2013	Common Stock	115,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHARP DOUGLAS E 6095 MARSHALEE DRIVE SUITE 300 ELKRIDGE, MD 21075			President	

## Signatures

Douglas E.  
Sharp

06/28/2007

\_\_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) Based on a plan statement as of March 31, 2007.

(2) Grant of option under the Company's 2003 Incentive Stock Plan, vesting over 5 years: 10% at 1 year after grant; another 15% at 2 years after grant; another 20% at 3 years after grant; another 25% at 4 years after grant and the remaining 30% at 5 years after grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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