

GP STRATEGIES CORP
Form 3
March 17, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Baer Karl</p> <p>(Last) (First) (Middle)</p> <p>GENERAL PHYSICS CORPORATION,Â 11 MAIN STREET</p> <p>(Street)</p> <p>MYSTIC,Â CTÂ 06355</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/15/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GP STRATEGIES CORP [GPX]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Executive Vice President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	323	D	Â
Common Stock	23,000 ⁽¹⁾	D	Â
Common Stock	4,633	I	GP 401(k) Retirement Savings Plan

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Stock	07/01/1997	07/02/2007	Common Stock	11,972	\$ 6.47	D	Â
Common Stock	02/24/2000	02/24/2010	Common Stock	4,789	\$ 4.33	D	Â
Common Stock	02/01/2001	02/01/2011	Common Stock	120	\$ 4.61	D	Â
Common Stock	02/07/2002	02/07/2012	Common Stock	120	\$ 3.01	D	Â
Common Stock	06/25/2002	06/25/2007	Common Stock	35,915	\$ 3.68	D	Â
Common Stock	12/10/2002	12/10/2012	Common Stock	120	\$ 3.93	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baer Karl GENERAL PHYSICS CORPORATION 11 MAIN STREET MYSTIC, CT 06355	Â	Â	Â Executive Vice President	Â

Signatures

Lydia M. DeSantis for
Karl Baer

03/17/2006

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 23,000 shares of Restricted Stock were awarded pursuant to the terms of the Company's 2003 Incentive Stock Plan and are subject to vesting.

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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