

Edgar Filing: PEDERSEN GEORGE J - Form 4

PEDERSEN GEORGE J

Form 4

March 11, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person
 Pedersen, George J
 ManTech International Corporation
 12015 Lee Jackson Highway
 Fairfax, VA 22033
2. Issuer Name and Ticker or Trading Symbol
 GP Strategies Corporation
 GPX
3. IRS or Social Security Number of Reporting Person (Voluntary)
 140-28-2068
4. Statement for Month/Year
 February 5, 2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)
 (X) 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
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Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Put or Call
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Employee Stock Option ("Right to Buy")	\$4.00	2/5/02	A	10,000	A *	2/5/02	Common Stock	10,000	\$4.00
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Explanation of Responses:

*Exercisable, cumulatively, at the rate of 50% per annum commencing on the date of grant.

SIGNATURE OF REPORTING PERSON

George J. Pedersen

DATE

March 11, 2002