

Esposito-Mayer Sharon  
 Form 3  
 December 19, 2005

**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)

1. Name and Address of Reporting Person \*  
 Esposito-Mayer Sharon  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 12/15/2005

3. Issuer Name and Ticker or Trading Symbol  
 GP STRATEGIES CORP [GPX]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

GENERAL PHYSICS CORPORATION, 6095 MARSHALEE DRIVE - SUITE 300  
 (Street)

(Check all applicable)

Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)  
 V P & Chief Financial Officer

ELKRIDGE, MD 21075  
 (City) (State) (Zip)

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 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	25	D	^
Common Stock	23,000 <sup>(1)</sup>	D	^

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

SEC 1473 (7-02)

**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.**

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

## Edgar Filing: Esposito-Mayer Sharon - Form 3

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	07/01/2007	Common Stock	2,000	\$ 6.47	D	Â
Common Stock	02/24/2000	02/24/2010	Common Stock	2,000	\$ 4.33	D	Â
Common Stock	02/01/2001	02/01/2011	Common Stock	120	\$ 3.85	D	Â
Common Stock	02/07/2002	02/07/2012	Common Stock	120	\$ 3.01	D	Â
Common Stock	12/10/2002	12/10/2012	Common Stock	120	\$ 3.93	D	Â
Common Stock	04/30/2002	04/30/2007	Common Stock	25,000	\$ 3.68	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Esposito-Mayer Sharon GENERAL PHYSICS CORPORATION 6095 MARSHALEE DRIVE - SUITE 300 ELKRIDGE, MD 21075	Â	Â	Â V P & Chief Financial Officer	Â

## Signatures

Lydia M. DeSantis for Sharon Esposito  
Meyer 12/19/2005

\_\_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 term 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. 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.