GELLER MARSHALL S

Form 5

January 28, 2005

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

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1.0

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **GELLER MARSHALL S** Symbol GP STRATEGIES CORP [GPX] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) _X_ Director 10% Owner Officer (give title Other (specify 12/31/2004 below) below) **GELLER & FRIEND CAPITAL** PARTNERS, INC., Â 10866 WILSHIRE BLVD. - SUITE 1450 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

LOS ANGELES, Â CAÂ 90024

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

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired 5. Amount of 1.Title of 2. Transaction Date 2A. Deemed 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) Fiscal Year (A) (Instr. 3 and or 4) Amount (D) Price Common Â Â 03/31/2004 204,660 A 182 D 6.89 Stock Common Â Â 06/30/2004 190 204,850 D A Stock Common Â Â 09/30/2004 168 205,018 D Α Stock Â Â 12/31/2004 \$ 205,186 Common Α 168 Α D

Stock 7.45

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

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.

SEC 2270 (9-02)

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) | (Month/Day/Year) rivative curities quired) or sposed (D) str. 3, | | Secur | ınt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. of D Se O En Is Fi |
|---|---|---|---|---|---|---|--------------------|-------|--|---|--|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

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Reporting Owners

LOS ANGELES, CAÂ 90024

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------------------|--|--|--|
| • | Director | 10% Owner | Officer | Other | | | |
| GELLER MARSHALL S | | | | | | | |
| GELLER & FRIEND CAPITAL PARTNERS, INC. | âν | Â | Â | Â | | | |
| 10866 WILSHIRE BLVD SUITE 1450 | 11 11 | 7.1 | 11 | <i>1</i> 1 | | | |

Signatures

Lydia M. DeSantis for Marshall S. 01/28/2005 Geller

> **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).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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