#### **GP STRATEGIES CORP**

Form 4 March 31, 2008

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

OMB

Number:

Expires:

**OMB APPROVAL** 

3235-0287

January 31,

2005

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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(b).

1. Name and Address of Reporting Person \* Kelly Sue W.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

GP STRATEGIES CORP [GPX]

(Check all applicable)

(First) (Middle) (Last)

(Street)

(State)

(Zip)

(Month/Day/Year) 03/28/2008

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

187 JAY STREET

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

KATONAH, NY 10536

(City)

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial Indirect (I) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Common \$0 03/28/2008 500 1,500 A Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: GP STRATEGIES CORP - Form 4

| 1. Title of Derivative | 2. Conversion                                     | 3. Transaction Date (Month/Day/Year) |                         | 4.              | 5.                                      | 6. Date Exerc<br>Expiration D  |                    | 7. Title and Amount of                    |                     |   |
|------------------------|---|--------------------------------------|-------------------------|-----------------|---|--|--------------------|---|---------------------|---|
| Security<br>(Instr. 3) | or Exercise<br>Price of<br>Derivative<br>Security | (X. Cara)                            | any<br>(Month/Day/Year) | Code (Instr. 8) | of Derivativ Securities Acquired (A) or | of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, |                    | Underlying<br>Securities<br>(Instr. 3 and | Security (Instr. 5) | Secur<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|                        |   |                                      |                         | Code V          | (A) (D)                                 | Date<br>Exercisable  | Expiration<br>Date | Title Amo<br>or<br>Num<br>of              | nber                |   |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| 1 6                            | Director      | 10% Owner | Officer | Other |  |  |  |
| Kelly Sue W.                   |               |           |         |       |  |  |  |
| 187 JAY STREET                 | X             |           |         |       |  |  |  |
| KATONAH, NY 10536              |               |           |         |       |  |  |  |

# **Signatures**

Sue W. Kelly 03/31/2008

\*\*Signature of 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) Represents a portion of the quarterly Director fees for the quarter ended March 31, 2008 paid in shares of the Registrant's Common Stock. 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.

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