SHARP DOUGLAS E

Form 4

January 03, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Ad SHARP DOU	•	ting Person *	2. Issuer Name and Ticker or Trading Symbol GP STRATEGIES CORP [GPX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) GENERAL I CORPORAT MARSHALI	TON, 6095	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/28/2006	Director 10% Owner Officer (give title Other (specify below) President			
(Street) ELKRIDGE, MD 21075			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zin)					

(City)	(State)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner.							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	r(A) or Dis (Instr. 3, 4	(A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock (1)	12/28/2006		Code V M	Amount 89,787	(D)	Price \$ 3.68	112,561	D	
Common Stock (1)	12/28/2006		F	57,002	D	\$ 8.3	55,559	D	
Common Stock							8,457	I	GP 401(k) Retirement Savings Plan

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying So (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Right (2)	\$ 3.68	12/28/2006		A	89,787		12/28/2006	12/29/2006	Common Stock
Stock Appreciation Right	\$ 3.68	12/28/2006		M		89,787	12/28/2006	12/29/2006	Common Stock
Stock Appreciation Right (2)	\$ 6.47	12/28/2006		A	47,887		12/28/2006	12/28/2006	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHARP DOUGLAS E GENERAL PHYSICS CORPORATION 6095 MARSHALEE DRIVE ELKRIDGE, MD 21075

President

Signatures

Lydia M. DeSantis for Douglas E. O1/03/2007

**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).
- (1) Reflects exercise for stock of stock appreciation right granted on 12/28/06 with respect to previously reported stock options.
- (2) The stock appreciation right is granted with respect to previously reported stock options and may be exercised for stock. The exercise of the stock appreciation right results in the expiration of the related stock options.

Reporting Owners 2

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