

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<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5.<br>Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|---|---|--|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |   |   |  |
| Common Stock                                  | 07/01/1997   | 07/01/2007         | Common<br>Stock  | 2,000                            | \$ 6.47   | D   | Â  |
| Common Stock                                  | 02/24/2000   | 02/24/2010         | Common<br>Stock  | 2,000                            | \$ 4.33   | D   | Â  |
| Common Stock                                  | 02/01/2001   | 02/01/2011         | Common<br>Stock  | 120                              | \$ 3.85   | D   | Â  |
| Common Stock                                  | 02/07/2002   | 02/07/2012         | Common<br>Stock  | 120                              | \$ 3.01   | D   | Â  |
| Common Stock                                  | 12/10/2002   | 12/10/2012         | Common<br>Stock  | 120                              | \$ 3.93   | D   | Â  |
| Common Stock                                  | 04/30/2002   | 04/30/2007         | Common<br>Stock  | 25,000                           | \$ 3.68   | D   | Â  |

## Reporting Owners

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