#### Edgar Filing: GP STRATEGIES CORP - Form 5

**GP STRATEGIES CORP** Form 5 Febr F

February 14, 2005								
FORM 5					OMB AP	PROVAL		
Check this box if no longer subject	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					3235-0362 January 31, 2005		
to Section 16. Form 4 or Form 5 obligations may continue. See Instruction	AN		ATEMENT OF CHANGES IN BEN OWNERSHIP OF SECURITIES	Estimated av burden hour response	verage			
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 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 <u></u> GREENBERG SCOTT N			2. Issuer Name <b>and</b> Ticker or Trading Symbol GP STRATEGIES CORP [GPX]	Issuer				
(Last) (F 9 ELI CIRCLE	First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2004	_X_ Director _X_ Officer (give below)	title Other below)	) Owner r (specify		
(S	treet)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joi	dent and CFO nt/Group Repo applicable line)	rting		

### MORGANVILLE, NJÂ 07751

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

(City)	(State)	(Zip) Tab	le I - Non-Der	ivative Se	curiti	es Acqu	ired, Disposed	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securi (A) or Di (D) (Instr. 3,	ispose	d of	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	Ownership	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/20/2004 <u>(1)</u>	Â	J	943	A	\$ 6.89	6,027	Ι	GP 401(k) Retirement Savings Plan

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)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E I S Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
GREENBERG SCOTT N 9 ELI CIRCLE MORGANVILLE, NJ 07751	X	Â	President and CFO	Â			
Signatures							

Scott N. Greenberg	02/14/2005		
<u>**</u> 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).

The 943 shares were acquired from January 20, 2004 to September 22, 2004, pursuant to the terms and conditions of the GP 401(k)(1) Retirement Savings Plan at prices ranging from \$\$6.35 to \$7.65. The total represents an allocation of shares to the reporting person's

account in a unitized stock fund consisting of cash plus shares of the issuer's stock.

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.