

GP STRATEGIES CORP
Form 3
July 11, 2008

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 *

Â Duquette Donald R
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
07/01/2008

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,Â 6095 MARSHALEE DRIVE, SUITE 300

(Street)

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
SVP of principal subsidiary

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ELKRIDGE,Â MDÂ 21075

(City) (State) (Zip)

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

14,287 ⁽¹⁾

D

Â

Common Stock

8,989

I

GP 401(k) Plan ⁽²⁾

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)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Non-Qualified Stock Options | 02/24/2000 | 02/24/2010 | Common Stock | 4,789 | \$ 4.33 | D | Â |
| Non-Qualified Stock Options | 02/01/2001 | 02/01/2011 | Common Stock | 120 | \$ 3.85 | D | Â |
| Non-Qualified Stock Options | 02/07/2002 | 02/07/2012 | Common Stock | 120 | \$ 3.01 | D | Â |
| Non-Qualified Stock Options | 12/10/2002 | 12/10/2012 | Common Stock | 120 | \$ 3.93 | D | Â |
| Non-Qualified Stock Options | Â (3) | 06/26/2013 | Common Stock | 85,000 | \$ 11.08 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------------|
| | Director | 10% Owner | Officer | Other |
| Duquette Donald R GENERAL PHYSICS CORPORATION 6095 MARSHALEE DRIVE, SUITE 300 ELKRIDGE, MD 21075 | Â | Â | Â | SVP of principal subsidiary |

Signatures

Donald R. Duquette 07/11/2008

**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) Includes 6,400 shares of restricted stock awarded pursuant to the Registrant's 2003 Incentive Stock Plan and subject to vesting.
- (2) Shares held in GP 401(k) Retirement Savings Plan based on a plan statement as of June 30, 2008.
- (3) Grant of stock options under the Registrant's 2003 Incentive Stock Plan with the following vesting schedule: 10% on June 26, 2008; 15% on June 26, 2009; 20% on June 26, 2010; 25% on June 26, 2011; and the remaining 30% on June 26, 2012.

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Remarks:

Effective July 1, 2008, the Registrant's Board of Directors designated Donald R. Duquette as a reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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