Crawford Kenneth L Form 4 February 26, 2010

## FORM 4

#### **OMB APPROVAL OMB**

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

3235-0287 Number:

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 5 obligations **SECURITIES** 

burden hours per response... 0.5

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 Address of Reporting Person ** Crawford Kenneth L			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			GP STRATEGIES CORP [GPX]	(Check all applicable)			
(Last)	(First)	(Middle) 3. Date of Earliest Transaction					
6095 MARSHALEE DR., SUITE 300			(Month/Day/Year) 02/24/2010	Director 10% Owner St. V.P. & General Counsel			

(Street) 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

ELKRIDGE, MD 21075

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Secui	rities Ac	quired, 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. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	02/24/2010		M	1,796 (1)	A	\$ 4.33	18,009	D	
Common Stock	02/24/2010		F	1,796 (1)	D	\$ 7.72	16,213	D	
Common Stock							11,328	I	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 SEC 1474 information contained in this form are not (9-02)

#### Edgar Filing: Crawford Kenneth L - Form 4

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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)	Disposed	vative Expiration			7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of Sha
Stock appreciation rights	\$ 4.33	02/24/2010		A	1,796 (2)		02/24/2010	02/24/2010	Common Stock	1,
Stock appreciation rights	\$ 4.33	02/24/2010		M		1,796	02/24/2010	02/24/2010	Common Stock	1,

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Crawford Kenneth L 6095 MARSHALEE DR., SUITE 300 ELKRIDGE, MD 21075

Sr. V.P. & General Counsel

# **Signatures**

Kenneth L. Crawford 02/26/2010

\*\*Signature of Date
Reporting Person

## **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 cash settlement of stock appreciation right granted on 2/24/2010 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 cash at the option of the holder. The exercise of the stock appreciation right results in the expiration of the related stock options.

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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