

Edgar Filing: GP STRATEGIES CORP - Form 4/A

GP STRATEGIES CORP  
Form 4/A  
August 16, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

Check box if no longer subject of Section 16. Form 4 or Form 5 obligations  
may continue. See Instruction 1(b).

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1. Name and Address of Reporting Person\*  
Bedford Oak Partners, L.P.

-----  
(Last) (First) (Middle)  
100 South Bedford Road  
-----  
(Street)  
Mount Kisco New York 10549  
-----  
(City) (State) (Zip)

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2. Issuer Name and Ticker or Trading Symbol  
GP Strategies Corporation  
GPX

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3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

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4. Statement for Month/Year  
July 11, 2002

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5. If Amendment, Date of Original (Month/Year)  
August 12, 2002

=====  
6. Relationship of Reporting Person to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)

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7. Individual or Joint/Group Filing (Check applicable line)

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Form filed by one Reporting Person  
 Form filed by more than one Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of,  
or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
		Code	V	Amount	(A) or (D)	Price
Common Stock	7/11/02	A	V	135	A	\$4.65
Common Stock						2
Class B Capital Stock						

\* If the Form is filed by more than one Reporting Person, see Instruction 4(b) (v).

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

(Print or Type Responses)

(Over)

(Form 4-07/99)

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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)	4. Transaction Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Exercisable and Date Expiration Date (Month/Day/Year) ----- Date Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares

Explanation of Responses: \*Shares owned directly by Bedford Oak Partners, L.P. (the "Partnership"). A portion of these securities may also be deemed to be beneficially owned by Bedford Oak Management, LLC, the general partner of the Partnership (the "General Partner") and by Mr. Harvey P. Eisen, the Managing Member of the General Partner, in accordance with the respective "pecuniary interests" of such persons (within the meaning of Exchange Act Rule 16a-1(a)(2)). An affiliated entity, Bedford Oak Advisors, LLC, as investment manager of the Partnership ("Advisors"), has the power to vote and dispose of such shares but has no pecuniary interest therein. The General Partner and Mr. Eisen disclaim any beneficial interest in such securities in excess of such pecuniary interest.

Bedford Oak Partners, L.P.  
 By: \_\_\_\_\_  
 Harvey P. Eisen, Managing Member of General Partner

Bedford Oak Management, LLC  
 Bedford Oak Advisors, LLC  
 By: \_\_\_\_\_  
 Harvey P. Eisen, Managing Member

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By: \_\_\_\_\_  
Harvey P. Eisen

August 16, 2002

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\*\*Signature of Reporting Person

Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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