

GP STRATEGIES CORP  
 Form 3  
 March 17, 2006

**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 Davis Larry T  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
 03/15/2006

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

(Street)

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Officer \_\_\_ Other  
 (give title below) (specify below)  
 Executive Vice President

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,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

23,000 <sup>(1)</sup>

D

Â

Common Stock

3,224

I

GP 401(k) Retirement Savings Plan

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: GP STRATEGIES CORP - 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. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. 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   | 07/02/2007         | Commo<br>Stock   | 19,155                           | \$ 6.47  | D  | Â  |
| Common Stock                                  | 02/01/2001   | 02/01/2011         | Common<br>Stock  | 120                              | \$ 3.85  | D  | Â  |
| Common Stock                                  | 06/25/2002   | 06/25/2007         | Common<br>Stock  | 14,366                           | \$ 3.68  | D  | Â  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Davis Larry T<br>GENERAL PHYSICS CORPORATION<br>6095 MARSHALEE DRIVE<br>ELKRIDGE, MD 21075 | Â             | Â         | Â Executive Vice President | Â     |

## Signatures

|  |                     |
|--|---------------------|
| Lydia M. DeSantis for Larry T.<br>Davis        | 03/17/2006          |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

## 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 terms 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.