

GP STRATEGIES CORP
Form 4
December 28, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN 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 *
GREENBERG SCOTT N

2. Issuer Name and Ticker or Trading Symbol
GP STRATEGIES CORP [GPX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
GP STRATEGIES CORPORATION, 11000 BROKEN LAND PARKWAY, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

(Street)
COLUMBIA, MD 21044

4. If Amendment, Date Original Filed(Month/Day/Year)

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

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	12/03/2015		G	V	2,000	D	\$ 0 ⁽¹⁾ 134,256	D
Common Stock ⁽²⁾	12/23/2015		M		24,000	A	\$ 7.57 158,256	D
Common Stock ⁽²⁾	12/23/2015		F		13,477	D	\$ 24.28 144,779	D
Common Stock							14,593	I
							GP 401(k) Plan ⁽³⁾	

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

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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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Right ⁽⁴⁾	\$ 7.57	12/23/2015		A	24,000	12/23/2015	12/23/2015	Common Stock
Stock Appreciation Right	\$ 7.57	12/23/2015		M	24,000	12/23/2015	12/23/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREENBERG SCOTT N GP STRATEGIES CORPORATION 11000 BROKEN LAND PARKWAY, SUITE 200 COLUMBIA, MD 21044	X		Chief Executive Officer	

Signatures

Scott N.
Greenberg

12/28/2015

**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).
- (1) Bona fide gift of shares to non-profit organization.
- (2) Reflects exercise for stock of stock appreciation right with respect to previously reported stock options.
- (3) Shares held in GP 401(k) Retirement Savings Plan.
- (4) The stock appreciation right is granted with respect to previously reported stock options and may be exercised for stock. The exercise of the stock appreciation right results in the expiration of the related stock options.

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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.