

Edgar Filing: GP STRATEGIES CORP - Form 4

GP STRATEGIES CORP

Form 4

March 11, 2002

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person
 Kauderer, Bernard M.
 7025 Ibis Place
 Carlsbad, CA 92009-5022
2. Issuer Name and Ticker or Trading Symbol
 GP STRATEGIES CORPORATION
 (GPX)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 February 5, 2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)
 (X) 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Underlying Securities at End of Month
Employee Stock Option ("Right to Buy")	\$4.00	2/5/02	A	10,000	A * 2/5/07	Common Stock	10,000 \$4.

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Explanation of Responses:

*Exercisable, cumulatively, at the rate of 50% per annum commencing on the date of grant.

SIGNATURE OF REPORTING PERSON

Lydia M. DeSantis for Bernard M. Kauderer

DATE

March 11, 2002