

Edgar Filing: GP STRATEGIES CORP - Form 5

GP STRATEGIES CORP

Form 5

February 15, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

- () Form 3 Holdings Reported
- () Form 4 Transactions Reported

1. Name and Address of Reporting Person

Kantor, Andrea D
 GP Strategies Corporation
 9 West 57th Street - Suite 4170
 New York, NY 10019

2. Issuer Name and Ticker or Trading Symbol

GP Strategies Corporation
 (GPX)

3. IRS or Social Security Number of Reporting Person (Voluntary)

118-50-8371

4. Statement for Month/Year

December 31, 2001

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

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

Vice President and Corporate Counsel

7. Individual or Joint/Group Reporting (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)			5. Amount of Securities Beneficially Owned at End of Year
			Amount	A/D	Price	
Common Stock	*	J	1,643	A	*	2,915

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)	6. Date Exercisable and Expiration Date of Derivative Security	7. Title and Amount of Underlying Securities	8. Put or Call or Other Feature of Underlying Securities

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Explanation of Responses:

*The 1,643 shares were acquired from January 1, 2001 to December 31, 2001, under the General Physics Corporation Profit Investment Plan at a price range from \$2.75 to \$5.00

SIGNATURE OF REPORTING PERSON

Andrea D. Kantor

DATE

February 15, 2002