

SHARP DOUGLAS E
Form 3
April 25, 2003

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

Filed By
Romeo and Dye's
Section 16 Filer
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| | | | | | |
|--|--|---|--|---|--|
| 1. Name and Address of Reporting Person* | | 2. Date of Event Requiring Statement Month/Day/Year | | 4. Issuer Name and Ticker or Trading Symbol | |
| Sharp, Douglas E. | | 9/3/02 | | GP Strategies Corporation (GPX) | |
| (Last) (First) (Middle) | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| General Physics Corporation 6095 Marshalee Drive, Suite 300 | | 220-60-4409 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) | |
| (Street) | | | | 6. If Amendment, Date of Original (Month/Day/Year) | |
| Elkridge, MD 21075 | | | | 7. Individual or Joint/Group Filing (Check Applicable Line) | |
| (City) (State) (Zip) | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| 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) | |
| Common Stock | | 5,100 | | I | |
| | | | | 4. Nature of Indirect Beneficial Ownership (Instr. 5) | |
| | | | | GP Retirement Savings Plan | |

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

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

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**FORM 3 (continued) Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

| | | | | | |
|--|---|---|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/ Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | | | | | |

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------|------------------------|-----------------|--------------|----------------------------|----------|----------------------------|--|
| Common Stock | 7/1/97 ⁽¹⁾ | 7/1/07 | Common Stock | 40,000 | \$7.75 | D | |
| Common Stock | 1/12/98 ⁽¹⁾ | 1/12/08 | Common Stock | 5,000 | \$10.41 | D | |
| Common Stock | 2/10/99 ⁽²⁾ | 2/10/04 | Common Stock | 14,000 | \$14.625 | D | |
| Common Stock | 7/8/99 ⁽²⁾ | 6/30/04 | Common Stock | 100,000 | \$8.00 | D | |
| Common Stock | 2/24/00 ⁽²⁾ | 2/24/10 | Common Stock | 5,000 | \$5.185 | D | |
| Common Stock | 2/1/02 ⁽³⁾ | 2/1/11 | Common Stock | 100 | \$4.61 | D | |
| Common Stock | 2/7/02 ⁽³⁾ | 2/7/12 | Common Stock | 100 | \$3.60 | D | |
| Common Stock | 6/25/02 ⁽²⁾ | 6/25/07 | Common Stock | 75,000 | \$4.40 | D | |

Explanation of Responses:

(1) Originally exercisable at the rate of 10% per annum, commencing on the date of grant

(2) Exercisable at the rate of 20% per annum, commencing on the date of grant

(3) Exercisable immediately

By: /s/ **Lydia M. DeSantis**
for Douglas E. Sharp

**Signature of Reporting Person

April 25, 2003

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 is insufficient, See Instruction 6 for procedure.

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POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Lydia M. DeSantis and Andrea D. Kantor, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an President of GP Strategies Corporation's wholly-owned subsidiary, General Physics Corporation, Fo in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

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(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 25th day of April, 2003.

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Signature: /s/

Print Name: Douglas E. Sharp