## Edgar Filing: Baer Karl - Form 4

Baer Karl

Form 4												
May 12, 2010												
									OMB A	OMB APPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB Number:	3235-0287		
Check this box if no longer					Expires:	January 31,						
subject to Section 16. Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Estimated a burden hou response	~		
Form 5 obligations may continue. See Instruction 1(b). 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 Respon	nses)											
1. Name and Address Baer Karl	2. Issuer Name <b>and</b> Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer						
			GP STRATEGIES CORP [GPX]					(Check all applicable)				
(Last) (First) (Middle) 3. Date of Earliest Transaction					ansaction							
				onth/Day/Year) /10/2010				Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President				
2)	Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>						
MYSTIC, CT 06355									Iore than One Reporting			
(City) (S	State) (Z	Zip)	Table	e I - Non-D	erivative S	Securi	ities Acc	uired, Disposed of	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution D any (Month/Day			n Date, if Transaction(A) or Disposed of Code (D)				d of	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common 05/ Stock	10/2010			F <u>(1)</u>	1,444	D	\$ 7.65	27,548	D			
Common Stock								7,657	I	GP 401(k) Plan (2)		

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

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.

## Edgar Filing: Baer Karl - Form 4

 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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Amou Unde Secur	le and unt of rlying tities (. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>				
	Director	10% Owner	Officer	Other
Baer Karl GENERAL PHYSICS CORPORATION 11 MAIN ST. MYSTIC, CT 06355			Executive Vice President	
Signatures				

Karl Baer 05/12/2010

<u>\*\*</u>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) Shares surrendered to satisfy tax withholding obligations on recently vested shares issued with respect to previously reported restricted stock units awarded under the 2003 Incentive Stock Plan.
- (2) Shares held in GP 401(k) Retirement Savings Plan based on plan statement as of March 31, 2010.

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.