### Edgar Filing: GP STRATEGIES CORP - Form 4

GP STRATI Form 4	EGIES CORP										
November 0	6, 2013										
									OMB APPROVAL		
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
Check th if no lon subject to Section 7 Form 4 of Form 5 obligation may con	Section 10	F CHANGES IN BENEFICIAL OW SECURITIES Section 16(a) of the Securities Exchang Public Utility Holding Company Act of					Estimated a burden hour response ge Act of 1934,				
See Instr 1(b).		30(h)	) of the Inv	vestment	Compan	y Act	of 19	40			
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> Baer Karl			2. Issuer Name <b>and</b> Ticker or Trading Symbol GP STRATEGIES CORP [GPX]				-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Check				ck all applicabl	( an applicable)			
GP STRAT CORPORA	EGIES TION, 11 MA	IN ST.	(Month/D 11/04/20	-				Director XOfficer (giv below) Execut		% Owner her (specify lent	
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			<ol> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ol>					
MYSTIC, C	CT 06355								More than One R		
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	any		emed on Date, if /Day/Year)	3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	11/04/2013			А	2,010	A	\$ 0 (1)	16,694	D		
Common Stock								9,936	I	GP 401(k) Plan <u>(2)</u>	

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.

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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)	4. Transactio 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 rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Ownd 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>	Relationships						
F	Director	10% Owner	Officer	Other			
Baer Karl GP STRATEGIES CORPORATION 11 MAIN ST. MYSTIC, CT 06355			Executive Vice President				

### Signatures

\*\*Signature of

Reporting Person

> Karl Baer 11/06/2013

> > 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).
- Grant of restricted stock units under the Company's 2011 Stock Incentive Plan, vesting over 5 years with 20% vesting on each (1)anniversary of the November 4, 2013 grant date.
- (2) Shares held in GP 401(k) Retirement Savings Plan based on plan statement as of September 30, 2013.

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.