GUGALA DAVID A Form 4 March 04, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** GUGALA DAVID A			2. Issuer Name and Ticker or Trading Symbol GP STRATEGIES CORP [GPX]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle) GP STRATEGIES CORPORATION, 300 EAST BIG BEAVER RD., SUITE 500		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year) 02/28/2013	Director 10% Owner X Officer (give title Other (specification) below) Senior Vice President		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		

TROY, MI 48083-1223

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit on(A) or Dia (Instr. 3, 4	sposed 4 and 3 (A) or	of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock (1)	02/28/2013		Code V M	Amount 15,000	(D)	Price \$ 11.08	26,326	D		
Common Stock (1)	02/28/2013		F	10,135	D	\$ 21.59	16,191	D		
Common Stock							927	I	GP 401(k) Plan (2)	

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

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displays a currently valid OMB control number.

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying Se (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Right (3)	\$ 11.08	02/28/2013		A	15,000		02/28/2013	02/28/2013	Common Stock
Stock Appreciation Right	\$ 11.08	02/28/2013		M		15,000	02/28/2013	02/28/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GUGALA DAVID A GP STRATEGIES CORPORATION 300 EAST BIG BEAVER RD., SUITE 500 TROY, MI 48083-1223			Senior Vice President			

Signatures

David A.
Gugala

**Signature of Date

Reporting Person

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) Reflects exercise for stock of stock appreciation right with respect to previously reported stock options.
- (2) Shares held in GP 401(k) Retirement Savings Plan based on plan statement as of December 31, 2012.
- (3) The stock appreciation right is granted with respect to previously reported stock options and may be exercised for stock. The exercise of the stock appreciation right results in the expiration of the related stock options.

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.

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