

GP STRATEGIES CORP  
Form 3  
July 11, 2008

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Â Duquette Donald R  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 07/01/2008

3. Issuer Name **and** Ticker or Trading Symbol  
 GP STRATEGIES CORP [GPX]

4. Relationship of Reporting Person(s) to Issuer

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

GENERAL PHYSICS CORPORATION,Â 6095 MARSHALEE DRIVE, SUITE 300  
 (Street)

(Check all applicable)

Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)  
 SVP of principal subsidiary

ELKRIDGE,Â MDÂ 21075  
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	14,287 <sup>(1)</sup>	D	Â
Common Stock	8,989	I	GP 401(k) Plan <sup>(2)</sup>

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

SEC 1473 (7-02)

**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.**

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

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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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Non-Qualified Stock Options	02/24/2000	02/24/2010	Common Stock	4,789	\$ 4.33	D	^
Non-Qualified Stock Options	02/01/2001	02/01/2011	Common Stock	120	\$ 3.85	D	^
Non-Qualified Stock Options	02/07/2002	02/07/2012	Common Stock	120	\$ 3.01	D	^
Non-Qualified Stock Options	12/10/2002	12/10/2012	Common Stock	120	\$ 3.93	D	^
Non-Qualified Stock Options	^ (3)	06/26/2013	Common Stock	85,000	\$ 11.08	D	^

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Duquette Donald R GENERAL PHYSICS CORPORATION 6095 MARSHALEE DRIVE, SUITE 300 ELKRIDGE, MD 21075	^	^	^	SVP of principal subsidiary

## Signatures

Donald R.  
Duquette

07/11/2008

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 6,400 shares of restricted stock awarded pursuant to the Registrant's 2003 Incentive Stock Plan and subject to vesting.
- (2) Shares held in GP 401(k) Retirement Savings Plan based on a plan statement as of June 30, 2008.
- (3) Grant of stock options under the Registrant's 2003 Incentive Stock Plan with the following vesting schedule: 10% on June 26, 2008; 15% on June 26, 2009; 20% on June 26, 2010; 25% on June 26, 2011; and the remaining 30% on June 26, 2012.

^

### Remarks:

Effective July 1, 2008, the Registrant's Board of Directors designated Donald R. Duquette as a reporting person.

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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