

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person* Esposito-Mayer Sharon <hr/> (Last) (First) (Middle) GENERAL PHYSICS CORPORATION, 6095 MARSHALEE DRIVE <hr/> (Street) ELKRIDGE MD 21075 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol GP STRATEGIES CORP [GPX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP & Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2010	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)			
			Code	V	Amount	(A) or (D)	Price						
Common Stock	02/24/2010		M		2,394 ⁽¹⁾	A	\$ 4.33	31,074	D				
Common Stock	02/24/2010		F		2,394 ⁽¹⁾	D	\$ 7.72	28,680	D				
Common Stock								8,541	I	GP 401(k) Retirement Savings Plan			

**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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock appreciation rights	\$ 4.33	02/24/2010		A		2,394 (2)		02/24/2010	02/24/2010	Common Stock	2,394	\$ 0	2,394	D	
Stock appreciation rights	\$ 4.33	02/24/2010		M		2,394		02/24/2010	02/24/2010	Common Stock	2,394	\$ 0	0	D	

Explanation of Responses:

- 1. Reflects cash settlement of stock appreciation right granted on 2/24/2010 with respect to previously reported stock options.
- 2. The stock appreciation right is granted with respect to previously reported stock options and may be exercised for cash at the option of the holder. The exercise of the stock appreciation right results in the expiration of the related stock options.

[Sharon Esposito-Mayer](#) [02/26/2010](#)
 ** Signature of Reporting Person Date

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 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.