

EISEN HARVEY P
 Form 5
 January 28, 2005

FORM 5

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

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person *
 EISEN HARVEY P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

BEDFORD OAK PARTNERS, 100 SOUTH BEDFORD ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MOUNT KISCO, NY 10549

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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) | | | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---------|--|--|-----------------------------------|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/31/2004 | ^ | A | 182 | A | \$ 6.89 | 1,499 | D | ^ |
| Common Stock | 06/30/2004 | ^ | A | 190 | A | \$ 6.59 | 1,689 | D | ^ |
| Common Stock | 09/30/2004 | ^ | A | 168 | A | \$ 7.45 | 1,857 | D | ^ |
| Common Stock | 12/31/2004 | ^ | A | 168 | A | \$ 7.45 | 2,025 | D | ^ |

| | | | | | | | | | |
|---------------|---|---|---|---|---|---|-----------|---|-------------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 2,131,500 | I | Bedford Oak Partners L.P. (1) |
| Class B Stock | Â | Â | Â | Â | Â | Â | 300,000 | I | Bedford Oak Partners L.P. (1) |

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) | 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. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EISEN HARVEY P BEDFORD OAK PARTNERS 100 SOUTH BEDFORD ROAD MOUNT KISCO, NY 10549 | Â X | Â | Â | Â |

Signatures

Lydia M. DeSantis for Harvey P. Eisen
01/28/2005

**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).

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- Shares owned directly by Bedford Oak Partners L.P. (the "Partnership"). A portion of these securities may also be deemed to be owned beneficially indirectly by Bedford Oak Management, LLC, the general partner of the Partnership (the "General Partner"), and Harve P. Eisen, the Managing Member of the General Partner, in accordance with the respective "pecuniary interests" of such persons (within the
- (1) meaning of the Exchange Act Rule 16a-1(a)(2)). An affiliated entity, Bedford Oak Advisors, LLC, as investment manager of the Partnership ("Advisors") has the power to vote and dispose of such shaes but has no pecuniary interest therein. Ownership of these securities was reported in a Form 3 jointly filed by the Partnership, the General Partner, Advisors and Mr. Eisen. The General Partner and Mr. Eisen disclaim any beneficial interest in such securities in excess of such pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.