GP STRATEGIES CORP Form SC 13G/A February 04, 2003

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934 (Amendment No. 3)*
GP Strategies Corporation
(Name of Issuer)
Common Stock
(Title of Class of Securities)
36225V104
(CUSIP Number)
December 31, 2002
(Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed: $[x] \ \ \text{Rule } 13d-1 \ \text{(b)}$
[] Rule 13d-1(c) [] Rule 13d-1(d)
*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.
The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).
Page 1 of 9 pages
CUSIP No. 36225V104 13G Page 2 of 9 Pages
1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Liberty Wanger Asset Management, L.P. 36-3820584
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

	Not A _I	pplicable			(a) [(b) []
3	SEC USE ON	NLY				-
4	CITIZENSH	 IP OR PLA	CE OF ORGANIZATION			-
	Delawa	are				
	NUMBER OF SHARES	5	SOLE VOTING POWER None			
В	ENEFICIALLY OWNED BY EACH	6	SHARED VOTING POWER 870,000			-
	REPORTING ERSON WITH	7	SOLE DISPOSITIVE POWER			
		8	SHARED DISPOSITIVE POW 870,000	ER		_
9	AGGREGATE	AMOUNT B	ENEFICIALLY OWNED BY EAC	H REPORTING PERSON		-
	870,00	00				
10	CHECK BOX	IF THE AG	GREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE	: :S*	
	Not App	plicable		[]		
11	PERCENT OF	CLASS RE	PRESENTED BY AMOUNT IN R	OW 9		_
	5.7%					
12	TYPE OF REI	PORTING P	 ERSON*			-
	IA					_
CUSIP	No. 36225V10	04	13G	Page 3 of 9) Page	S
1				PERSON		
	WAM A	cquisitio	n GP, Inc.			
2	CHECK THE	APPROPRI	ATE BOX IF A MEMBER OF A	GROUP*		-
	Not A _I	pplicable		((a)[]	
					(b)[]	
3	SEC HSE OF					

Delaware	€	
NUMBER OF SHARES	5	SOLE VOTING POWER None
BENEFICIALLY OWNED BY EACH	6	SHARED VOTING POWER 870,000
REPORTING TERSON WITH		SOLE DISPOSITIVE POWER None
	8	SHARED DISPOSITIVE POWER 870,000
9 AGGREGATE AI	MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON
870,000		
10 CHECK BOX IF	THE AG	GREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
Not Appl:	icable	[]
	LASS RE	PRESENTED BY AMOUNT IN ROW 9
5.7%		
12 TYPE OF REPO	RTING P	ERSON*
CO		
Item 1(a)		Name of Issuer:
		GP Strategies Corporation
Item 1(b)		Address of Issuer's Principal Executive Offices:
		9 West 57th Street New York, NY 10019
Item 2(a)		Name of Person Filing:
		Liberty Wanger Asset Management, L.P. ("WAM") and WAM Acquisition GP, Inc., the general partner of WAM ("WAM GP")
Item 2(b)		Address of Principal Business Office:
		WAM and WAM GP are both located at:

227 West Monroe Street, Suite 3000 Chicago, Illinois 60606

WAM GP is a Delaware corporation. Item 2(d) Title of Class of Securities: Common Stock Item 2(e) CUSIP Number: 36225V104 Item 3 Type of Person: (e) WAM is an Investment Adviser registered under section 203 of t Investment Advisers Act of 1940; GP is the General Partner of the Investment Adviser. Page 4 of 9 pages Item 4 Ownership (at December 31, 2002): (a) Amount owned "beneficially" within the meaning of rule 13d-3: 870,000 (b) Percent of class: 5.7 % (based on 15,280,731 shares outstanding as of November 11, 2002).	Citizenship:			
Common Stock Item 2(e) CUSIP Number: 36225V104 Item 3 Type of Person: (e) WAM is an Investment Adviser registered under section 203 of t Investment Advisers Act of 1940; GP is the General Partner of the Investment Adviser. Page 4 of 9 pages Item 4 Ownership (at December 31, 2002): (a) Amount owned "beneficially" within the meaning of rule 13d-3: 870,000 (b) Percent of class: 5.7 % (based on 15,280,731 shares outstanding as of November 11, 2002). (c) Number of shares as to which such person has: (i) sole power to vote or to	WAM is a Delaware limited partnership and WAM GP is a Delaware corporation.			
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outstanding as of November 11, 2002). (c) Number of shares as to which such person has: (i) sole power to vote or to	(b) Percent of class:			
person has: (i) sole power to vote or to				
-	(ii) shared power to vote or to direct the vote: 870,000			
	direct the disposition of			
	to direct disposition of			
Item 5 Ownership of Five Percent or Less of a Class:	Ownership of Five Percent or Less of a Class:			

Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

The shares reported herein have been acquired on behalf of discretionary clients of WAM. Persons other than WAM and WAM GP are entitled to receive all dividends from, and proceeds from the sale of, those shares.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Not Applicable

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 4, 2003

Item 7

The undersigned corporation, on the date above written, agrees and consents to the joint filing on its behalf of this Schedule 13G in connection with its beneficial ownership of the security reported herein.

WAM Acquisition GP, Inc.

for itself and as general partner of
LIBERTY WANGER ASSET MANAGEMENT, L.P.

By: /s/ Bruce H. Lauer

Bruce H. Lauer

Senior Vice President and Secretary

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Exhibit Index

Exhibit 1

Joint Filing Agreement dated as of February 4, 2003 by and between Liberty Wanger Asset Management, L.P. and WAM Acquisition GP, Inc.

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