GP STRATEGIES CORP Form 4/A August 16, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 4

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(f) of the Investment Company Act of 1940

		or the investment		ani nee er ryre			
[_]	[_] Check box if no longer subject of Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).						
	Name and Address of Rep ord Oak Partners, L.P.	oorting Person*					
(Last)	(First)		(Middle)			
100	South Bedford Road						
		(Street)					
Moun	t Kisco	New York		10549			
(City)	(State)		(Zip)			
2. GP S GPX	Issuer Name and Ticker trategies Corporation	or Trading Symbol					
3.	IRS Identification Numb	er of Reporting Pe	erson,	if an Entity (Voluntary)			
4.	Statement for Month/Yea	ır					
July	11, 2002						
 5. Augu	If Amendment, Date of C st 12, 2002	original (Month/Yea	 ar)				
6. Relationship of Reporting Person to Issuer (Check all applicable)							
	[x] Director [_] Officer (give titl	e below)		10% Owner Other (specify below)			

7. Individual or Joint/Group Filing (Check applicable line)

[_] Form filed by on [x] Form filed by mo	ne Reporting Person ore than one Reporting Per	rson				
Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
		=======			==	
	2		ion	4. Securities According Disposed of (Instr. 3, 4 and Instr. 3)))	(A) or
1.	2. Transaction				(A)	
Title of Security (Instr. 3)	Date (mm/dd/yy)	 Code		Amount	or (D)	Price
	(nun/ du/ yy)		·			
Common Stock	7/11/02	Α	V	135	A	\$4.65
Common Stock						
Class B Capital Stock						
	by more than one Reporting					
Reminder: Report on a sepa owned directly of		of securi	ties	beneficially		
	(Print or Type Response	es)				
(Form 4-07/99)				(Over	<u>-</u>)	

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	Conversion or Exercise Price	3.	4. Trans-	5. Number of Derivative Securities Acquired (A) or Disposed		6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
1. Title of Derivative Security	of Deriv- ative	Trans- action Date (Month/ Day/	Code (Instr. 8)	of(D) (Instr 4 and	. 3, 5)	(Month/D	ay/Year) Expira-		Amount or Number
(Instr. 3)	ity	Year)	Code V	(A)	(D)	cisable	Date	Title	~ =
			====						

Explanation of Responses: *Shares owned directly by Bedford Oak Partners, L.P. (the "Partnership"). A portion of these securities may also be deemed to be beneficiall owned by Bedford Oak Management, LLC, the general partner of the Partnership (the "General Partner") and by Mr. Harvey P. Eisen, the Managing Member of the General Partner, in accordance with the respective "pecuniary interests" of such persons (within the meaning of 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 shares but has no pecuniary interest therein. The General Partner and Mr. Eisen disclaim any beneficial interest in such securities in excess of such pecuniary interest.

_	_							
Bedfo	ord Oak	Partners,	L.P.					
By:								
2 -	Harvey	P. Eisen,	Managing	Member	of	General	Partner	
Bedof	rd Oak	Management	t, LLC					
Bedfo	ord Oak	Advisors,	LLC					
_								
By:								
	Harvey	P. Eisen,	Managing	Member				

By:		
	Harvey P. Eisen	August 16, 2002
	**Signature of Reporting Person	Date
**	Intentional misstatements or om Criminal Violations.	missions of facts constitute Federal

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

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Page 2