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Form 4										
	March 19, 2012 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB APPROVAL OMB 3235-0287 Number:	
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont <i>See</i> Instru 1(b).	 Stor 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 									January 31, 2005 verage s per 0.5
(Print or Type I	Responses)									
Barnhill Ronald W Symb GRC			Symbol	UP 1 AUTOMOTIVE INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 800 GESSN	(First) (IER, SUITE 500)	(Middle)	3. Date of (Month/E 03/15/2	-	ransaction			Director X Officer (give below) Vice I		Owner r (specify
			endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON	, TX 77024							Form filed by Me Person		
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securi	ities Acq	uired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		n Date, if	Code (Instr. 8)	4. Securiti or(A) or Dis (Instr. 3, 4 Amount	posed	of (D)	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)
Common Stock	03/15/2012			Р	29.341 (1)	А	\$ 54.53	20,757.7479	D	

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. 6. Date Exercisable and 7. Title and 8. Price of 9. Nt 2. 4. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date** Amount of Derivative Deriv Security or Exercise any Code of (Month/Day/Year) Underlying Security Secu (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Securities (Instr. 5) Derivative Bene (Instr. 3 and 4) Derivative Securities Own Security Acquired Follo (A) or Repo Disposed Trans of (D) (Insti (Instr. 3, 4, and 5) Amount or Date Expiration Title Number Exercisable Date of Code V (A) (D) Shares

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Reporting Owners

Reporting Owner Name / Addre	255	Relationships							
	Director	10% Owner	Officer	Other					
Barnhill Ronald W 800 GESSNER SUITE 500 HOUSTON, TX 77024			Vice President - Tax						
Signatures									
/s/Ronald W. Barnhill	03/19/2012								
<u>**</u> 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).
- (1) These shares were acquired by the reporting person's broker by reinvesting dividends received on shares of issuer stock held for the reporting person's account.

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