

Shand James R  
Form 4  
June 21, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Shand James R

2. Issuer Name and Ticker or Trading Symbol  
PRGX GLOBAL, INC. [PRGX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
600 GALLERIA  
PARKWAY, SUITE 100  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/19/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP-RA & Client Serv.-Americas

ATLANTA, GA 30339  
  
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
Common Stock	06/19/2012		A	(A) or (D) A	13,476 (1)	\$ 0	99,234 (2) 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.**

SEC 1474 (9-02)

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

## Edgar Filing: Shand James R - Form 4

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)	Amount or Number of Shares	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	
Performance Unit <sup>(3)</sup>	\$ 0	06/19/2012		A	16,524 <sup>(3)</sup>	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	16,524 <sup>(3)</sup>
Stock Option	\$ 7.53	06/19/2012		A	30,000	<sup>(4)</sup>	06/18/2019	Common Stock	30,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shand James R 600 GALLERIA PARKWAY SUITE 100 ATLANTA, GA 30339			SVP-RA & Client Serv.-Americas	

## Signatures

/s/ Victor A. Allums, as Attorney-in-Fact for James R. Shand  
06/21/2012

\_\_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) Grant of restricted stock that vests in three equal installments on each of June 19, 2013, 2014 and 2015.  
Includes the following shares of restricted stock: (i) 24,450 shares that vest in two equal installments on each of June 23, 2012 and 2013;
- (2) (ii) 16,876 shares that vest in two equal installments on each of May 23, 2013 and 2014; and (iii) 13,476 shares that vest in three equal installments on each of June 19, 2013, 2014 and 2015.
- (3) Each Performance Unit entitles the holder to the value of one common share. The Units are payable 60% in common stock and 40% in cash. The Units vest and are payable in equal installments on each of June 19, 2013, 2014 and 2015.
- (4) Option vests in three equal installments on each of June 19, 2013, 2014 and 2015.

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.