

PRG SCHULTZ INTERNATIONAL INC

Form 4/A

January 15, 2003

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

☐ 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

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response: .05

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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s)		
Goldfarb, Eric D.			PRG-Schultz International, Inc. (PRGX)			to Issuer (Check all applicable)		
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year		
600 Galleria Parkway, Suite 100						November 11, 2002		
(Street)						5. If Amendment, Date of Original (Month/Day/Year)		
Atlanta, GA 30339						November 12, 2002		
(City) (State) (Zip)			7. Individual or Joint/Group Filing (Check Applicable Line)					
			<input checked="" type="checkbox"/> Form filed by One Reporting Person					
			<input type="checkbox"/> 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 & 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount (A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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

FORM 4 (continued) 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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D)
--	--	--------------------------------------	--	--------------------------------	--	--	---	--	--	---

Edgar Filing: PRG SCHULTZ INTERNATIONAL INC - Form 4/A

				(Instr. 3, 4 & 5)										or Indirect (I) (Instr. 4)
				Code	V	(A)	(D)	Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares			
Nonqualified Employee Stock Option (Right to Buy)	9.1	11/11/2002		A		50,000		(1)	11/11/2007	Common	50,000	-	50,000	D

Explanation of Responses:

(1) Option vesting 25% on date of grant; balance of option vesting 25% on each of the first four anniversaries of November 11, 2002, the date of grant.

By: /s/ **Clinton McKellar, Jr.**

January 15, 2003

Eric D. Goldfarb, by Clinton McKellar,

Date

Jr.

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

If space is insufficient, See Instruction 6 for procedure.

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 Number.

CONFIRMING STATEMENT

This Statement confirms that the undersigned has authorized and designated the General Counsel or the Chief Financial Officer of The Profit Recovery Group International, Inc. to execute and file on the undersigned's behalf all Forms 3, 4, and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of The Profit Recovery Group International, Inc. The authority of the General Counsel or the Chief Financial Officer of The Profit Recovery Group International, Inc. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, and 5 with regard to the undersigned's ownership of or transactions in securities of The Profit Recovery Group International, Inc., unless earlier revoked in writing. The undersigned acknowledges that the General Counsel or the Chief Financial Officer of The Profit Recovery Group International, Inc. is not assuming any of the undersigned's

Edgar Filing: PRG SCHULTZ INTERNATIONAL INC - Form 4/A

responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Dated as of November 12, 2002

/s/ Eric D. Goldfarb