

Bahl Romil
Form 4
February 16, 2011

FORM 4

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

OMB APPROVAL

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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 *
Bahl Romil

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

ATLANTA, GA 30339

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

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)
			Code	V	Amount or Price (A) or (D)		
Common Stock	02/11/2011	02/14/2011	M ⁽¹⁾		171 A \$ 2.82	543,825 ⁽⁴⁾	D
Common Stock	02/11/2011	02/14/2011	S ⁽²⁾		171 D \$ 6.5	543,654 ⁽⁴⁾	D
Common Stock	02/14/2011	02/15/2011	M ⁽¹⁾		700 A \$ 2.82	544,354 ⁽⁴⁾	D
Common Stock	02/14/2011	02/15/2011	S ⁽²⁾		700 D \$ 6.51 ⁽³⁾	543,654 ⁽⁴⁾	D

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

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(9-02)

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) (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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Stock Option	\$ 2.82	02/11/2011	02/14/2011	M	171	<u>(5)</u> 05/25/2016	Common Stock	171
Stock Option	\$ 2.82	02/14/2011	02/15/2011	M	700	<u>(5)</u> 05/25/2016	Common Stock	700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bahl Romil 600 GALLERIA PARKWAY SUITE 100 ATLANTA, GA 30339	X		President & CEO	

Signatures

/s/ Victor A. Allums, as Attorney-in-Fact for Romil Bahl 02/16/2011

**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) The acquisitions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
 - (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
 - (3) The sale price indicated is a weighted average sale price. The corresponding shares were sold in multiple transactions at prices ranging from \$6.50 to \$6.56, inclusive. The reporting person undertakes to provide to PRGX Global, Inc., any security holder of PRGX Global,

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Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

- (4) Includes the following shares of restricted stock: (i) 125,167 shares of restricted stock which will vest in three equal installments on each of June 23, 2011, 2012, and 2013; (ii) 172,224 shares of restricted stock, of which 116,668 shares will vest in equal installments on each of January 21, 2012, and 2013, and the remaining 55,556 shares of which will vest on January 21, 2013; and (iii) 57,704 shares of restricted stock which vest in two equal installments on each of May 26, 2011, and 2012.
- (5) The option exercises reported on this Form 4 represent a partial exercise of the option grant made on May 26, 2009, of which 28,852 options vested on May 26, 2010.
- (6) Includes 57,704 options which will vest in two equal installments on each of May 26, 2011, and 2012.

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

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