

Edgar Filing: PRG SCHULTZ INTERNATIONAL INC - Form 4

PRG SCHULTZ INTERNATIONAL INC

Form 4

March 08, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

COOK, JOHN M

2300 Windy Ridge Parkway

Suite 100, North

Atlanta, GA 30339-8426

USA

2. Issuer Name and Ticker or Trading Symbol

PRG-SCHULTZ INTERNATIONAL, INC.

PRGX

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

01/24/2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director (X) 10% Owner (X) Officer (give title below) () Other

(specify below)

President and Chief Executive Officer

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities Beneficially Owned at End of Month
			Amount	

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Put or Call
				Amount		Title and Number of Shares	

Stock Option	\$9.28	1-24-02	A	V	200,000	A	(1)	1-24-07	Common Stock	200,000	N/A
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Explanation of Responses:

(1) Stock option vests in 25% increments over four years beginning on first anniversary of grant date.

SIGNATURE OF REPORTING PERSON

/s/ John M. Cook, by Clinton McKellar, Jr., Gen. Counsel

DATE

March 7, 2002