

SCHULTZ ANDREW H

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

SCHULTZ, ANDREW H.

9241 LBJ Freeway, Suite 100

Dallas, TX 75243

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

02/21/2002

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

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

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

(specify below)

Executive Vice President

## 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. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock	2-21-02	S	553,342	D \$9.3683 4,969,416 (1)

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. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date Date/Day/Month/Year	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Put or Call or Other Feature of Underlying Securities

Explanation of Responses:

(1) Includes 3,670,002 shares held by a trust as to which reporting person is both trustee and beneficiary.

SIGNATURE OF REPORTING PERSON

/s/Andrew H. Schultz, by Clinton McKellar, Jr., Gen. Counsel

DATE

March 7, 2002