

SCHULTZ ANDREW H

Form 4

September 10, 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

08/27/2002

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

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

() 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	08/27/02	S	4,483,218 (1)	500,000 (2)
Common Stock	08/27/02	S	1,269,638 (3)	

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 (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Put or Call or Other Feature
						Title and Number of Shares	

Explanation of Responses:

Effective August 27, 2002, Mr. Schultz resigned as a Director.

(1) Includes 1,299,414 shares sold by Mr. Schultz to two parties in a private transaction, 3,170,002 shares sold to two parties in a private transaction by a trust of which Mr. Schultz is the trustee and beneficiary, 6,901 shares sold to two parties in a private transaction by a trust of which Mr. Schultz is the trustee and beneficiary, and 6,901 shares sold to two parties in a private transaction by a trust of which Mr. Schultz is the trustee and beneficiary.

(2) These shares are held by a trust of which Mr. Schultz is the trustee and beneficiary.

(3) Includes 634,819 shares that were sold to two parties in a private transaction by a trust of which Mr. Schultz serves as a co-trustee and 634,819 shares sold to four parties in a private transaction by a trust of which Mr. Schultz serves as co-trustee.

SIGNATURE OF REPORTING PERSON

/s/ Andrew H. Schultz

DATE

September 10, 2002