

Cotshott Gary John
Form 4
December 13, 2010

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cotshott Gary John

2. Issuer Name **and** Ticker or Trading
Symbol
TECHTEAM GLOBAL INC
[TEAM]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
3012 SPARKLING BROOK LANE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2010

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

AUSTIN, TX 78746

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
Common Stock				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	12/13/2010		U ⁽²⁾		37,375 (2)	D	\$ 8.35 74,442
Common Stock	12/13/2010		U ⁽³⁾		8,817 (3)	D	\$ 8.35 65,625
Common Stock	12/13/2010		U ⁽⁴⁾		65,625 (4)	D	\$ 8.35 0
							8,817 ⁽¹⁾
						I	In 401(k) plan
						D	
						I	In 401(k) plan
						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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option - Right to Buy	\$ 7.99	12/13/2010		U ⁽⁵⁾	300,000	⁽⁵⁾ 02/11/2018	Common Stock 300,000
Option - Right to Buy	\$ 6.23	12/13/2010		U ⁽⁶⁾	50,000	⁽⁶⁾ 06/07/2020	Common Stock 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cotshott Gary John 3012 SPARKLING BROOK LANE AUSTIN, TX 78746	X		President and CEO	

Signatures

/s/ Gary J. Cotshott by Michael A. Sosin
attorney-in-fact

12/13/2010

__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) Number of shares held by reporting person on 12/13/10 in TechTeam Global, Inc.'s 401(k) plan. Since 6/7/2010, the reporting person had acquired an additional 1,019 shares all of which have been disposed of as described in footnote 3 herein.

(2) Pursuant to the Agreement and Plan of Merger (the "Merger Agreement") by and among TechTeam Global, Inc. (the "Company"), Stefanini International Holdings Ltd ("Parent") and Platinum Merger Sub, Inc. ("Purchaser"), these shares were tendered pursuant to a tender offer by Purchaser to purchase all outstanding Company common stock for \$8.35 a share, without interest, less any withholding taxes. The offer was consummated on December 13, 2010.

(3) These shares were held by the reporting person on December 13, 2010 in TechTeam Global, Inc.'s 401(k) plan. Pursuant to the Merger Agreement, these shares were tendered pursuant to a tender offer by Purchaser to purchase all outstanding Company common stock for

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\$8.35 a share, without interest, less any withholding taxes. The offer was consummated on December 13, 2010.

- (4) Pursuant to the Merger Agreement, these shares, which were outstanding immediately prior to the time Purchaser merged with and into the Company on December 13, 2010 (the "Merger"), were immediately cancelled and converted into the right to receive cash consideration equal to \$8.35, without interest, less any required tax withholdings.

- (5) These options, which were outstanding and unexercised immediately prior to the purchase of tendered shares by Purchaser (the "Purchase Time"), to the extent unvested, accelerated, and became fully vested and all such outstanding and unexercised options were immediately cancelled and terminated at the Purchase Time and converted into the right to receive a cash payment of \$108,000, representing (a) the excess of \$8.35 over the exercise price of each stock option, if any, multiplied by (b) the number of shares subject to such options.

- (6) These options, which were outstanding and unexercised immediately prior to the Purchase Time, to the extent unvested, accelerated, and became fully vested and all such outstanding and unexercised options were immediately cancelled and terminated at the Purchase Time and converted into the right to receive a cash payment of \$106,000, representing (a) the excess of \$8.35 over the exercise price of each stock option, if any, multiplied by (b) the number of shares subject to such options.

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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