

PRGX GLOBAL, INC.
Form 4
June 19, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Lane Brian

(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)
06/17/2013

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)
VP, Controller

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 (A) or (D) Price		
Common Stock	06/17/2013		A		5,000 (1) A \$ 0 19,900 (2)	D	
Common Stock	06/19/2013		F		1,081 (3) D \$ 5.57 18,819 (4)	D	

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

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SEC 1474 (9-02)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Option	\$ 5.55	06/17/2013		A	5,000	(5) 06/16/2020	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lane Brian 600 GALLERIA PARKWAY SUITE 100 ATLANTA, GA 30339			VP, Controller	

Signatures

/s/ Victor A. Allums, as Attorney-in-Fact for Brian D.

Lane

06/19/2013

__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) Grant of restricted stock that vests in three equal installments on each of June 17, 2014, 2015 and 2016.

Includes the following shares of restricted stock: (i) 2,084 shares that vest on May 23, 2014; (ii) 10,000 shares that vest in three equal installments on each of June 19, 2013, 2014 and 2015; and (iii) 5,000 shares that vest in three equal installments on each of June 17, 2014, 2015 and 2016.

(3) Surrender of stock upon vesting of restricted stock to satisfy tax withholding obligations.

Includes the following shares of restricted stock: (i) 2,084 shares that vest on May 23, 2014; (ii) 6,667 shares that vest in two equal installments on each of June 19, 2014 and 2015; and (iii) 5,000 shares that vest in three equal installments on each of June 17, 2014, 2015 and 2016.

(5) Option vests in three equal installments on each of June 17, 2014, 2015 and 2016.

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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