

PRG SCHULTZ INTERNATIONAL INC
 Form 3
 September 28, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Robinson Larry Mel | | (Month/Day/Year) | PRG SCHULTZ INTERNATIONAL INC [PRGX] | |
| (Last) | (First) | (Middle) | 09/19/2005 | |
| 115 TURNBULL COURT | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CAMBRIDGE,Â A6Â N1T 1C6 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Pres. Asia/Pac. N. Amer & LA | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 4,766 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|--------|------------|-----------------|--------|------------|-------------------|---|
| Employee Stock Option (Right to Buy) | Â (1) | 07/31/2006 | Common Stock | 9,000 | \$ 13.2533 | D | Â |
| Employee Stock Option (Right to Buy) | Â (2) | 01/03/2007 | Common Stock | 7,000 | \$ 9.8333 | D | Â |
| Employee Stock Option (Right to Buy) | Â (3) | 01/27/2008 | Common Stock | 3,500 | \$ 10.5 | D | Â |
| Employee Stock Option (Right to Buy) | Â (4) | 01/19/2009 | Common Stock | 9,000 | \$ 22.1667 | D | Â |
| Employee Stock Option (Right to Buy) | Â (5) | 01/04/2010 | Common Stock | 6,000 | \$ 25.75 | D | Â |
| Employee Stock Option (Right to Buy) | Â (6) | 02/10/2006 | Common Stock | 1,500 | \$ 9.625 | D | Â |
| Employee Stock Option (Right to Buy) | Â (7) | 04/24/2006 | Common Stock | 2,000 | \$ 4.063 | D | Â |
| Employee Stock Option (Right to Buy) | Â (8) | 01/24/2007 | Common Stock | 5,000 | \$ 9.28 | D | Â |
| Employee Stock Option (Right to Buy) | Â (9) | 03/03/2008 | Common Stock | 7,500 | \$ 7.41 | D | Â |
| Employee Stock Option (Right to Buy) | Â (10) | 02/24/2009 | Common Stock | 7,500 | \$ 4.16 | D | Â |
| Employee Stock Option (Right to Buy) | Â (11) | 03/04/2010 | Common Stock | 7,500 | \$ 4.95 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Robinson Larry Mel 115 TURNBULL COURT CAMBRIDGE, A6 N1T 1C6 | Â | Â | Â Pres. Asia/Pac. N. Amer & LA | Â |

Signatures

s/ Clinton McKellar, Jr. as
Attorney-in-Fact

09/27/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Options vested ratably on each of the first 5 anniversaries of July 31, 1996, the grant date
- (2) Options vested ratably on each of the first 5 anniversaries of January 3, 1997, the grant date

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- (3) Options vested ratably on each of the first 5 anniversaries of January 27, 1998, the grant date
- (4) Options vested ratably on each of the first 5 anniversaries of January 19, 1999, the grant date
- (5) Options vested ratably on each of the first 5 anniversaries of January 4, 2000, the grant date
- (6) Options vested ratably on each of the first 5 anniversaries of August 14, 2000, the grant date
- (7) Options vest ratably on each of the first 5 anniversaries of October 24, 2000, the grant date; 1500 options are currently exercisable
- (8) Options vest ratably on each of the first 4 anniversaries of January 24, 2002, the grant date; 3750 options are currently exercisable
- (9) Options vest ratably on each of the first 4 anniversaries of March 3, 2003, the grant date; 3750 options are currently exercisable
- (10) Options vest ratably on each of the first 4 anniversaries of February 24, 2004, the grant date; 1875 options are currently exercisable
- (11) Options vest ratably on each of the first 4 anniversaries of March 4, 2005, the grant date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.