

Edgar Filing: PERLBERG MARK C - Form 4

PERLBERG MARK C

Form 4

June 07, 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

PERLBERG, MARK C.
 2300 Windy Ridge Parkway
 Suite 100 North
 Atlanta, GA 30339-8426
 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

05/28/2002

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 and Chief Operating Officer

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. Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/D	Price	5. Amount of Securities Beneficially Owned at End of Month
Common Stock	5-28-02	M	45,000	A	\$6.56	
Common Stock	5-28-02	S	1,000	D	\$14.30	
Common Stock	5-28-02	S	1,900	D	\$14.2553	
Common Stock	5-28-02	S	11,900	D	\$14.0457	
Common Stock	5-28-02	S	30,200	D	\$13.9009	37,948

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

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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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Purchase Price of Underlying Securities
Stock Option	\$6.56	5-28-02	M	45,000	D (1) 3-26-06	Common Stock	45,000

Explanation of Responses:

(1) Option vested fifty percent on March 26, 2001; remainder vests ratably on first and second anniversary of March 26, 2001.

SIGNATURE OF REPORTING PERSON

/s/ Mark C. Perlberg by Donald E. Ellis, Jr.

DATE

June 6, 2002