GREIMANN GARTH H Form 4 January 09, 2003

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

O Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.

See Instruction 1(b).

Name and Address of Reporting Person*	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
Greimann, Garth H.		PRG-Schultz International, Inc. (PRGX)		
(Last) (First) (Middle)				
c/o Berkshire Partners LLC One Boston Place, Suite 3300	4.	Statement for Month/Day/Year	5.	If Amendment, Date of Original (Month/Day/Year)
(Street)		January 9, 2003		
	6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Filing (Check Applicable Line)
Boston, MA 02108		X Director O 10% Owner		x Form Filed by One Reporting Person
(City) (State) (Zip)		Officer (give title below)		o Form Filed by More than One Reporting
		Other (specify below)		Person

Reminder:	Report on a separate line for each class of securities beneficially owned directly or indirectly.
*	If the form is filed by more than one reporting person, see instruction 4(b)(v).

Title of 2. Train Security (Instr. 3) (Moo	A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 4 Code (Instr. 8)	4. Securities Disposed of (Instr. 3, 4)	f (D)	ed (A) or	5.Amount of Sec- urities Beneficially Owned Following Reported Trans- action(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownershi (Instr. 4)
		Code V	Amount	(A) or (D)	Price			
Common Stock						4,309,837	I	(1)
Common Stock						11,491	D	

	Table II			d, Disposed of, or Bene ions, convertible securi		I	
Title of Derivative 2. Security (Instr. 3)	Conversion Price of D Security		Transaction Date (Month/Day/Year)	3A. Deemed Execution 4. Date, if any (Month/Day/Year)	Transaction 5. Code (Instr. 8)		or Disposed of (D)
					Code V	(A)	(D)
Options to Purchase Common Stock		\$8.86	1/7/03		A	10,000	
				Page 3			

5. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and of Underly Securities (Instr. 3 and	ying	. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Date Expiration Exercisable Date		Amount or Number of Shares				
Immed. 1/7/08	Common Stock	10,000	N/A	58,750	D(2)	
xplanation of Respon	ses:					
	icially owned	e extent of h	is pecuniar	affiliated investment entities. Mr. Cy interest, and the filing of this reported by this report.		
) The shares are beneficates of common stock reimann is the benefic	icially owned except to the ial owner of	e extent of he the common	nis pecuniar n stock cove	y interest, and the filing of this repo	ort shall not be deemed	an admission th
) The shares are beneficares of common stock reimann is the benefic	icially owned except to the ial owner of ment betwee	e extent of he the common	nis pecuniar n stock cove nann and Be	y interest, and the filing of this reported by this report.	ort shall not be deemed	an admission th

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.