

RAYMOND MARY JANE
Form 4
February 23, 2012

FORM 4

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

OMB APPROVAL

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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 *
RAYMOND MARY JANE

2. Issuer Name and Ticker or Trading Symbol
HUDSON HIGHLAND GROUP INC [HHGP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

HUDSON HIGHLAND GROUP, INC., 560 LEXINGTON AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP and CFO

NEW YORK, NY 10022

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)
			Code	V	Amount or Price		
Common Stock	02/21/2012		A ⁽¹⁾		65,242 <u>(1)</u>	A	\$ 0 147,785 D
Common Stock	02/21/2012		F ⁽²⁾		10,766 <u>(2)</u>	D	\$ 4.76 137,019 D
Common Stock							10,622.822 I By 401(k) Plan ⁽³⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. F			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock	(4)					(4)		02/24/2014		Common Stock	7,333
Employee Stock Option (Right to Buy)	\$ 25.94					(5)		12/01/2015		Common Stock	140,000
Employee Stock Option (Right to Buy)	\$ 14.53					(6)		05/05/2016		Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAYMOND MARY JANE HUDSON HIGHLAND GROUP, INC. 560 LEXINGTON AVENUE NEW YORK, NY 10022			Executive VP and CFO	

Signatures

/s/ John K. Wilson,
Attorney-in-Fact

02/23/2012

**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) Vesting to reporting person of restricted stock upon attainment of performance criteria. Vesting is also subject to a service condition as follows: 33% vested on February 21, 2012, 33% vest on February 16, 2013 and 34% vest on February 16, 2014.
- (2) Reflects payment of tax liability by withholding shares of stock incident to vesting of restricted stock previously issued.
- (3) Balance reflects the most current data available with regard to holdings in the 401(k) Plan.
- (4) The shares of restricted stock vest as follows: 1/3 upon the 20-day average closing stock price of HHGP reaching each of \$6.00, \$9.00 and \$12.00.
- (5) Grant to reporting person of option to buy shares of common stock under the Hudson Highland Group, Inc. Long Term Incentive Plan. The option vests and becomes exercisable as follows: 50% after 3rd anniversary of the date of grant and 100% after 4th anniversary.
Grant to reporting person of option to buy shares of common stock under the Hudson Highland Group, Inc. Long Term Incentive Plan.
- (6) The option vests and becomes exercisable as follows: 25% after 1st anniversary of the date of grant, 50% after 2nd anniversary, 75% after 3rd anniversary, and 100% after 4th anniversary.

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.