

MANGUM MYLLE H
Form 4
January 16, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
MANGUM MYLLE H

(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)
01/14/2013

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)

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 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	01/14/2013		A		8,546 (1) \$ 6.83	D	
Common Stock	01/14/2013		A		3,561 (2) \$ 6.83	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. Amount or Number of Shares
Stock Option	\$ 6.83	01/14/2013		A	8,546	⁽⁴⁾ 01/13/2020	Common Stock	8,546
Stock Option	\$ 6.83	01/14/2013		A	3,561	⁽⁵⁾ 01/13/2020	Common Stock	3,561

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANGUM MYLLE H 600 GALLERIA PARKWAY, SUITE 100 ATLANTA, GA 30339				X

Signatures

/s/ Victor A. Allums, as Attorney-in-Fact for Mylle H.
Mangum

01/16/2013

__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 will vest in full on January 14, 2016.

(2) Grant of restricted stock that will vest in full on the earlier of (i) June 19, 2013 and (ii) the date of, and immediately prior to, the Company's 2013 annual meeting of shareholders.

(3) Includes the following shares of restricted stock: (i) 8,546 shares that will vest in full on January 14, 2016; and (ii) 3,561 shares that will vest in full on the earlier of (a) June 19, 2013 and (b) the date of, and immediately prior to, the Company's 2013 annual meeting of shareholders.

(4) Grant of stock options that will vest in full on January 14, 2016.

(5) Grant of stock options that will vest in full on the earlier of (i) June 19, 2013 and (ii) the date of, and immediately prior to, the Company's 2013 annual meeting of shareholders.

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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