

PRG SCHULTZ INTERNATIONAL INC

Form 4

November 09, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MORGAN STANLEY**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**PRG SCHULTZ INTERNATIONAL  
INC [PRGX]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

**1585 BROADWAY**

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**09/29/2006**

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

**NEW YORK, NY 10036**

(City) (State) (Zip)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock (1) (2)               | 09/29/2006                              |                                                             | S                                       |                                                                            | 300                                                                                                                | D                                                                    | \$<br>5.74                                                        |
| Common<br>Stock (1) (2)               | 10/02/2006                              |                                                             | S                                       |                                                                            | 3                                                                                                                  | D                                                                    | \$<br>5.67                                                        |
| Common<br>Stock (1) (2)               | 10/02/2006                              |                                                             | P                                       |                                                                            | 156                                                                                                                | A                                                                    | \$<br>5.61                                                        |
| Common<br>Stock (1) (2)               | 10/02/2006                              |                                                             | S                                       |                                                                            | 1,399                                                                                                              | D                                                                    | \$<br>5.63                                                        |
| Common<br>Stock (1) (2)               | 10/02/2006                              |                                                             | S                                       |                                                                            | 160                                                                                                                | D                                                                    | \$<br>5.62                                                        |

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|                                       |            |   |     |   |            |        |   |
|---------------------------------------|------------|---|-----|---|------------|--------|---|
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 10/03/2006 | P | 100 | A | \$<br>5.15 | 18,512 | D |
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 10/03/2006 | P | 100 | A | \$<br>5.13 | 18,612 | D |
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 10/03/2006 | S | 63  | D | \$<br>5.48 | 18,549 | D |
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 10/03/2006 | S | 100 | D | \$<br>5.48 | 18,449 | D |
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 10/03/2006 | S | 100 | D | \$<br>5.45 | 18,349 | D |
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 10/03/2006 | S | 100 | D | \$<br>5.45 | 18,249 | D |
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 10/03/2006 | S | 100 | D | \$<br>5.42 | 18,149 | D |
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 10/03/2006 | S | 100 | D | \$<br>5.37 | 18,049 | D |
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 10/03/2006 | S | 100 | D | \$<br>5.36 | 17,949 | D |
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 10/03/2006 | S | 100 | D | \$<br>5.48 | 17,849 | D |
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 10/03/2006 | S | 100 | D | \$<br>5.27 | 17,749 | D |
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 10/03/2006 | S | 100 | D | \$ 5.3     | 17,649 | D |
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 10/03/2006 | S | 100 | D | \$<br>5.44 | 17,549 | D |
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 10/03/2006 | S | 100 | D | \$<br>5.42 | 17,449 | D |
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 10/03/2006 | S | 100 | D | \$<br>5.47 | 17,349 | D |
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 10/03/2006 | S | 100 | D | \$<br>5.47 | 17,249 | D |
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 10/03/2006 | S | 100 | D | \$<br>5.46 | 17,149 | D |
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 10/03/2006 | S | 100 | D | \$<br>5.35 | 17,049 | D |
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 10/03/2006 | S | 100 | D | \$<br>5.46 | 16,949 | D |
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 10/03/2006 | S | 100 | D | \$<br>5.26 | 16,849 | D |
|                                       | 10/03/2006 | S | 100 | D |            | 16,749 | D |

|                                       |            |   |     |   |            |        |   |
|---------------------------------------|------------|---|-----|---|------------|--------|---|
| Common<br>Stock <u>(1)</u> <u>(2)</u> |            |   |     |   | \$<br>5.39 |        |   |
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 10/03/2006 | S | 100 | D | \$<br>5.25 | 16,649 | D |
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 10/03/2006 | S | 100 | D | \$<br>5.41 | 16,549 | D |
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 10/03/2006 | S | 100 | D | \$<br>5.45 | 16,449 | D |
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 10/03/2006 | S | 900 | D | \$<br>5.34 | 15,549 | D |

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 displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Report<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                   |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |         |       |
|-------------------------------------------------------|---------------|-----------|---------|-------|
|                                                       | Director      | 10% Owner | Officer | Other |
| MORGAN STANLEY<br>1585 BROADWAY<br>NEW YORK, NY 10036 |               |           | X       |       |

## Signatures

Morgan Stanley, By: /s/ Jill Ostergaard, Managing Director

11/09/2006

\_\_Signature of Reporting Person

Date

Morgan Stanley & Co. Incorporated, By: /s/ Jill Ostergaard, Managing  
Director

11/09/2006

\_\_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) This Form 4 is being filed by more than one reporting person. Morgan Stanley & Co. Incorporated is a wholly owned subsidiary of Morgan Stanley. All securities held directly by Morgan Stanley & Co. Incorporated are held indirectly by Morgan Stanley.
- (2) The reporting persons have disgorged to the issuer \$34,902.23 in short-swing profits as a consequence of the transactions reported on the Forms 4 dated 11/09/2006 pursuant to Section 16(b) of the Exchange Act of 1934.

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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