

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **1999-09-10** | Period of Report: **1999-08-31**
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SUBJECT COMPANY

PROFIT RECOVERY GROUP INTERNATIONAL INC

CIK: **1007330** | IRS No.: **582213805** | State of Incorpor.: **GA** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **000-28000** | Film No.: **99709603**
SIC: **8700** Engineering, accounting, research, management

Mailing Address
2300 WINDY RIDGE PKWY
STE 100 NORTH
ATLANTA GA 30339-8426

Business Address
2300 WINDY RIDGE PKWY
STE 100 N
ATLANTA GA 30339-8426
7707793900

REPORTING OWNER

COOK JOHN M

CIK: **1026035**
Type: **4**

Mailing Address
PROFIT RECOVERY GROUP
INTERNATIONAL INC
2300 WINDY RIDGE PKWY
STE 100 N
ATLANTA GA 30339

Business Address
PROFIT RECOVERY GROUP
INTERNATIONAL INC
2300 WINDY RIDGE PKWY
STE 100 N
ATLANTA GA 30339-8426
7709553815

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).

- Name and Address of Reporting Person
 COOK, JOHN M
 2300 Windy Ridge Parkway
 Suite 100, North
 Atlanta, GA 30339-8426
 USA
- Issuer Name and Ticker or Trading Symbol
 THE PROFIT RECOVERY GROUP INTERNATIONAL, INC.
 PRGX
- IRS or Social Security Number of Reporting Person (Voluntary)
- Statement for Month/Year
 August 1999
- If Amendment, Date of Original (Month/Year)

- Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director (X) 10% Owner (X) Officer (give title below) () Other
 (specify below)
 CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER
- Individual or Joint/Group Filing (Check Applicable Line)
 (X) Form filed by One Reporting Person
 () Form filed by More than One Reporting Person

<TABLE>
 <CAPTION>

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month	6. Director or Indirect (I)	7. Nature of Indirect Beneficial Ownership
Common Stock	8/23/99	G	4,300	2,666,227 (1)	D	
Common Stock				1,698,388 (1)	I	AS GENERAL PARTNER
Common Stock				7,369 (1)	I	AS TRUSTEE
Common Stock				0	I	AS TRUSTEE
Common Stock				1,229,089 (1)	I	BY TRUST
Common Stock				1,229,089 (1)	I	BY TRUST
Common Stock				146,041 (1)	I	BY SPOUSE
Common Stock				225,000 (1)	I	BY TRUST

<CAPTION>

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Director or Indirect (I)	11. Nature of Indirect Beneficial Ownership

</TABLE>

Explanation of Responses:

(1) Number of shares reflect a 3-for-2 Stock Split, which became effective on August 17, 1999. All previous filings should be deemed amended to reflect the Stock Split.

SIGNATURE OF REPORTING PERSON
 JOHN M. COOK

DATE
September 10, 1999