

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-08-03** | Period of Report: **2006-08-02**

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### ISSUER

#### ICT GROUP INC

CIK: **1013149** | IRS No.: **232458937** | State of Incorporation: **PA** | Fiscal Year End: **1231**  
SIC: **7389** Business services, nec

#### Mailing Address

800 TOWN CENTER DR  
LANGHORNE PA 19047-1748

#### Business Address

800 TOWN CENTER DR  
LANGHORNE PA 19047  
2157570200

### REPORTING OWNER

#### KILPATRICK DEAN

CIK: **1251032**  
Type: **4** | Act: **34** | File No.: **000-20807** | Film No.: **061000708**

#### Mailing Address

C/O ICT GROUP INC  
100 BRANDYWINE BLVD  
NEWTOWN PA 18940

#### Business Address

2676855000

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
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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

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

1. Name and Address of Reporting Person <b>KILPATRICK DEAN</b>			2. Issuer Name and Ticker or Trading Symbol <b>ICT GROUP INC [ICTG]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Pres. North American Services</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/02/2006</b>					
100 BRANDYWINE BLVD.			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
NEWTOWN, PA 18940								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/02/2006		M		8,700	A	\$4.875	10,027	D	
Common Stock	08/02/2006		M		7,300	A	\$8.75	17,327	D	
Common Stock	08/02/2006		S		7,300	D	\$25.0415	10,027	D	
Common Stock	08/02/2006		S		8,700	D	\$25.0415	1,327	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. 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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Options (Right to buy)	\$10.71							02/15/2000	02/15/2010	Common Stock		16,200	D	

Stock Options (Right to buy)	\$16.9						02/05/2002	02/05/2012	Common Stock	4,800		4,800	D
Stock Options (Right to buy)	\$4.875	08/02/2006		<u>M</u>		8,700	02/25/1999	02/25/2008	Common Stock	8,700	\$ 0	0	D
Stock Options (Right to buy)	\$8.75	08/02/2006		<u>M</u>		7,300	02/06/2002	02/06/2011	Common Stock	7,300	\$ 0	0	D

**Signatures**

Dean Kilpatrick

\*\* Signature of Reporting Person

08/03/2006

Date

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).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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