SEC Form 4

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPRC	VAL
OMB Number:	3235-0287
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1. Name and Address of Reporting Person [*] CHAIT JON F		on*	2. Issuer Name and Ticker or Trading Symbol <u>HUDSON HIGHLAND GROUP INC</u> [HHGP]		ationship of Reporting Per k all applicable) Director	rson(s) to Issuer 10% Owner	
(Last)	(First)	(Middle)		X	Officer (give title below)	Other (specify below)	
HUDSON HIGHLAND GROUP, INC.,		()	3. Date of Earliest Transaction (Month/Day/Year) 06/18/2008		Chairman and	l CEO	
560 LEXINGTON	I AVENUE						
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	vidual or Joint/Group Filin	g (Check Applicable	
1 · · · ·	NY	10022		X	Form filed by One Rep	orting Person	
(City)	(State)	(Zip)			Form filed by More tha Person	n One Reporting	

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

			1	-,			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Transaction Disposed Of (D) (Instr. 3, 4 and 5 Code (Instr.			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount (A) or (D)		Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	06/18/2008		Р		6,724	A	\$10.9996	170,041	D	
Common Stock	06/18/2008		Р		3,623	A	\$11	173,664	D	
Common Stock	06/18/2008		Р		3,379	A	\$10.9927	177,043	D	
Common Stock								0.115	Ι	By Plan ⁽¹⁾

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. Transa Code (8)		of Deriv Secu Acqu (A) o Disp of (D	or osed) r. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		e of Securities		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$6.83							(2)	04/11/2013	Common Stock	122,250		122,250	D	
Employee Stock Option (Right to Buy)	\$13.25							(3)	01/18/2015	Common Stock	181,314		181,314	D	

Explanation of Responses:

1. Balance reflects the reporting person's holdings in the Hudson Highland Group, Inc. Employee Stock Purchase Plan as of the date of this filing.

2. Grant to reporting person of option to buy shares of common stock under the Hudson Highland Group, Inc. Long Term Incentive Plan. The option originally granted 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 of the date of grant.

3. 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.

Remarks:



** Signature of Reporting Person

06/19/2008

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.

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 Number.