

Holdren Gary E
Form 4
March 03, 2009

FORM 4

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

OMB APPROVAL

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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 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 *
Holdren Gary E

2. Issuer Name and Ticker or Trading Symbol
Huron Consulting Group Inc.
[HURN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
550 WEST VAN BUREN STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & President

CHICAGO, IL 60607

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 or Price		
Common Stock	02/27/2009		M		10,870 (1)	A	\$ 1.96 526,810 D
Common Stock	02/27/2009		S		4,750	D	\$ 41.59 522,060 D
Common Stock	03/01/2009		A		32,965 (2)	A	\$ 0 555,025 D
Common Stock	03/01/2009		F		4,636 (3)	D	\$ 41.27 550,389 D
Common Stock	03/01/2009		F		6,411 (3)	D	\$ 41.27 543,978 D

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Common Stock	516,787	I	By Holdren Family Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 1.96	02/27/2009		M	10,870	03/17/2005 03/17/2014	Common Stock 10,870

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holdren Gary E 550 WEST VAN BUREN STREET CHICAGO, IL 60607	X		CEO & President	

Signatures

Natalia Delgado, Attorney-in-fact for Gary E. Holdren
 03/03/2009
 __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).

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- (1) Common stock acquired upon the exercise of options granted March 17, 2004.
- (2) Huron Consulting Group Inc. awarded restricted stock to reporting person.
- (3) Shares delivered to the Company in payment of tax liability associated with restricted share lapse.

These options were the last remaining options held by the reporting person from an original grant of 43,479 options granted on March 17,

- (4) 2004 with a four-year vesting period, with 25% of the original grant vesting on each anniversary of the grant date, subject to acceleration or termination in certain circumstances.

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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