

WILLIAMS LATHAM

Form 4

March 01, 2011

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMS LATHAM

2. Issuer Name **and** Ticker or Trading
Symbol
**HUDSON HIGHLAND GROUP
INC [HHGP]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**HUDSON HIGHLAND GROUP,
INC., 560 LEXINGTON AVENUE**

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2011

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Senior VP, Legal/Admin., Secy

(Street)
NEW YORK, NY 10022

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)
Common Stock	02/24/2011		M	2,666 A \$ 0	24,256	D	
Common Stock	02/24/2011		F ⁽¹⁾	838 ⁽¹⁾ D \$ 6.33	23,418	D	
Common Stock					478,774	I	By Plan ⁽²⁾

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
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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)	8. Amount or Number of Shares
Restricted Stock	(3)	02/24/2011		M	2,666	(3) 02/24/2014	Common Stock	2,666
Employee Stock Option (Right to Buy)	\$ 6.83					(4) 04/11/2013	Common Stock	1,500
Employee Stock Option (Right to Buy)	\$ 13.25					(5) 01/18/2015	Common Stock	12,000
Employee Stock Option (Right to Buy)	\$ 16					(5) 02/15/2016	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 16.9					(5) 02/06/2017	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WILLIAMS LATHAM HUDSON HIGHLAND GROUP, INC. 560 LEXINGTON AVENUE	Senior VP, Legal/Admin., Secy

NEW YORK, NY 10022

Signatures

/s/ John K. Wilson,
Attorney-in-Fact

03/01/2011

__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) Reflects payment of tax liability by withholding shares of stock incident to vesting of restricted stock previously issued.
- (2) Balance reflects the reporting person's holdings in the Hudson Highland Group, Inc. Employee Stock Purchase Plan as of the date of this filing.
- (3) The shares of restricted stock vest as follows: 1/3 upon the 20-day average closing stock price of HHGP reaching each of \$6.00, \$9.00 and \$12.00.

Grant to reporting person of option to buy shares of common stock under the Hudson Highland Group, Inc. Long Term Incentive Plan.
- (4) The option vests and becomes exercisable as follows: 50% after 1st anniversary of the date of grant, 75% after 2nd anniversary, and 100% after 3rd anniversary.

- Grant to reporting person of option to buy shares of common stock under the Hudson Highland Group, Inc. Long Term Incentive Plan.
- (5) The option 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.

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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