

Roth James H
 Form 4
 December 07, 2018

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 *
 Roth James H

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)
 12/06/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO and 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)			
Common Stock	12/06/2018		M ⁽¹⁾	V	10,000 (2)	A	\$ 23.43	207,897	D	
Common Stock	12/06/2018		S ⁽¹⁾		3,200	D	\$ 50.72 (4)	204,697	D	
Common Stock	12/06/2018		S ⁽¹⁾		6,800	D	\$ 51.53 (4)	197,897	D	
Common Stock	12/06/2018		S ⁽³⁾		2,100	D	\$ 50.7 (4)	195,797	D	
	12/06/2018		S ⁽³⁾		5,200	D		190,597	D	

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Common Stock					\$					
					51.51					
					(4)					
Common Stock	12/06/2018		S ⁽³⁾	200	D	\$	52.17	190,397	D	
						(4)				
Common Stock								3,855	I	By Family LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)
Employee Stock Options (Right to Buy)	\$ 23.43	12/06/2018		M ⁽¹⁾	10,000	05/03/2013 05/03/2020	Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roth James H 550 WEST VAN BUREN STREET CHICAGO, IL 60607	X		CEO and President	

Signatures

Diane E. Ratekin, Attorney-in-fact for James H. Roth
 **Signature of Reporting Person
 Date 12/07/2018

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) Automatic exercise and sale pursuant to a 10b5-1 trading plan.
- (2) Common stock acquired upon the exercise of options granted May 3, 2010.
- (3) Automatic sale pursuant to a 10b5-1 trading plan.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.08 to \$51.08 for 3,200 shares; \$51.10 to \$52.09 for 6,800 shares; \$50.06 to \$51.06 for 2,100 shares; \$51.07 to \$52.07 for 5,200 shares and

- (4) \$52.17 to \$53.17 for 200 shares. The undersigned undertakes to provide Huron Consulting Group Inc. ("Huron"), any security holder of Huron or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.

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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