RAYMOND MARY JANE

Form 4

February 23, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

January 31,

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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

may continue. See Instruction 1(b).

obligations

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person * RAYMOND MARY JANE

2. Issuer Name and Ticker or Trading

Symbol

HUDSON HIGHLAND GROUP INC [HHGP]

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

HUDSON HIGHLAND GROUP,

(Street)

(State)

(First)

3. Date of Earliest Transaction

(Month/Day/Year) 02/21/2012

Filed(Month/Day/Year)

Director 10% Owner Other (specify X_ Officer (give title below)

Executive VP and CFO

INC., 560 LEXINGTON AVENUE

(Middle)

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10022

		Tubic
1.Title of	2. Transaction Date	2A. Deemed
Security	(Month/Day/Year)	Execution Date, if
(Instr. 3)		any
		(Month/Day/Year)

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

(A)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Common 02/21/2012 Stock

02/21/2012

Code V Amount (D) 65,242 $A^{(1)}$ A (1)

(Instr. 3 and 4)

10,622.822

Transaction(s)

147,785 D

D

Ι

Common Stock

10,766 $F^{(2)}$ (2)

D 137,019 4.76

Price

\$0

By 401(k)

Common Stock

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

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SEC 1474 (9-02)

Plan (3)

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displays a currently valid OMB control number.

8. F Der Sec (Ins

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S		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
Restricted Stock	<u>(4)</u>					<u>(4)</u>	02/24/2014	Common Stock	7,333
Employee Stock Option (Right to Buy)	\$ 25.94					<u>(5)</u>	12/01/2015	Common Stock	140,000
Employee Stock Option (Right to Buy)	\$ 14.53					<u>(6)</u>	05/05/2016	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address							
	Director	10% Owner	Officer	Other			

RAYMOND MARY JANE HUDSON HIGHLAND GROUP, INC. 560 LEXINGTON AVENUE NEW YORK, NY 10022

Executive VP and CFO

Relationships

Signatures

/s/ John K. Wilson, Attorney-in-Fact 02/23/2012

**Signature of Reporting Person Date

Reporting Owners 2

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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) Vesting to reporting person of restricted stock upon attainment of performance criteria. Vesting is also subject to a service condition as follows: 33% vested on February 21, 2012, 33% vest on February 16, 2013 and 34% vest on February 16, 2014.
- (2) Reflects payment of tax liability by withholding shares of stock incident to vesting of restricted stock previously issued.
- (3) Balance reflects the most current data available with regard to holdings in the 401(k) Plan.
- 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.
- (5) 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.
 - Grant to reporting person of option to buy shares of common stock under the Hudson Highland Group, Inc. Long Term Incentive Plan.
- (6) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.