

PRG SCHULTZ INTERNATIONAL INC

Form 4

November 09, 2006

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MORGAN STANLEY

2. Issuer Name **and** Ticker or Trading
Symbol
**PRG SCHULTZ INTERNATIONAL
INC [PRGX]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1585 BROADWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/03/2006

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

NEW YORK, NY 10036

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	(A) or (D)	Price	
Common Stock (1) (2)	10/03/2006		S		800	D	\$ 5.37	14,749 D
Common Stock (1) (2)	10/03/2006		S		3,600	D	\$ 5.39	11,149 D
Common Stock (1) (2)	10/03/2006		S		100	D	\$ 5.41	11,049 D
Common Stock (1) (2)	10/03/2006		S		300	D	\$ 5.41	10,749 D
Common Stock (1) (2)	10/03/2006		S		100	D	\$ 5.41	10,649 D

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Common Stock <u>(1)</u> <u>(2)</u>	10/04/2006	P	376	A	\$ 4.98	11,025	D
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2006	S	100	D	\$ 5.1	10,925	D
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2006	S	100	D	\$ 5	10,825	D
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2006	S	100	D	\$ 4.99	10,725	D
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2006	S	100	D	\$ 5.01	10,625	D
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2006	S	100	D	\$ 5.04	10,525	D
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2006	S	100	D	\$ 5.02	10,425	D
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2006	S	100	D	\$ 5.01	10,325	D
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2006	S	100	D	\$ 4.98	10,225	D
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2006	S	100	D	\$ 4.99	10,125	D
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2006	S	100	D	\$ 4.96	10,025	D
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2006	S	100	D	\$ 4.96	9,925	D
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2006	S	100	D	\$ 4.96	9,825	D
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2006	S	100	D	\$ 5.02	9,725	D
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2006	S	100	D	\$ 5	9,625	D
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2006	S	100	D	\$ 5	9,525	D
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2006	S	100	D	\$ 4.95	9,425	D
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2006	S	100	D	\$ 5	9,325	D
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2006	S	100	D	\$ 4.97	9,225	D
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2006	S	100	D	\$ 4.95	9,125	D
	10/04/2006	S	100	D		9,025	D

Common Stock <u>(1)</u> <u>(2)</u>					\$			
					4.97			
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2006	S	100	D	\$	8,925	D	
					4.95			
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2006	S	100	D	\$	8,825	D	
					4.97			
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2006	P	600	A	\$ 5	9,425	D	
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2006	P	5,780	A	\$	15,205	D	
					5.01			

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 required to respond unless the form displays a currently valid OMB control number.

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036			X	

Signatures

Morgan Stanley, By: /s/ Jill Ostergaard, Managing Director

11/09/2006

__Signature of Reporting Person

Date

Morgan Stanley & Co. Incorporated, By: /s/ Jill Ostergaard, Managing
Director

11/09/2006

__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) This Form 4 is being filed by more than one reporting person. Morgan Stanley & Co. Incorporated is a wholly owned subsidiary of Morgan Stanley. All securities held directly by Morgan Stanley & Co. Incorporated are held indirectly by Morgan Stanley.
- (2) The reporting persons have disgorged to the issuer \$34,902.23 in short-swing profits as a consequence of the transactions reported on the Forms 4 dated 11/09/2006 pursuant to Section 16(b) of the Exchange Act of 1934.

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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