

Roth James H
Form 4
February 25, 2013

FORM 4

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

OMB APPROVAL

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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)
02/21/2013

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)			
			Code	V	Amount or Price					
Common Stock	02/21/2013		A		5,133 (1)	A	\$ 0	209,440	D	
Common Stock	02/21/2013		F(2)		554	D	\$ 35.45	208,886	D	
Common Stock								3,855	I	By Family Partnership

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

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SEC 1474
(9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting 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
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: _____ Date: 02/25/2013

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).
 Relates to performance shares for which the performance condition has been satisfied, of which 1,711 shares vested on February 21, 2013 and 3,422 shares will vest on December 31, 2014. The Company, in its sole discretion, may deliver cash in lieu of unvested shares on December 31, 2014.
- (2) Shares withheld to satisfy tax liability associated with vesting of performance shares referenced in footnote 1.

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. MARGIN-LEFT: 0pt; TEXT-INDENT: 0pt; LINE-HEIGHT: 1.25; MARGIN-RIGHT: 0pt" align="right">(a)(1)(ii)
 Letter of Transmittal for Weyerhaeuser common shares (incorporated by reference to Exhibit 99.1 of the Registration Statement).**

(a)(1)(iii)

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Instructions to the Letter of Transmittal for Weyerhaeuser common shares (incorporated by reference to Exhibit 99.2 of the Registration Statement).**

(a)(1)(iv)

Letter of Transmittal for Weyerhaeuser exchangeable shares (incorporated by reference to Exhibit 99.3 of the Registration Statement).**

(a)(1)(v)

Letter to brokers, dealers, commercial banks, trust companies and other nominees (incorporated by reference to Exhibit 99.4 of the Registration Statement).**

(a)(1)(vi)

Letter to clients for use by brokers, dealers, commercial banks, trust companies and other nominees (incorporated by reference to Exhibit 99.5 of the Registration Statement).**

(a)(1)(vii)

Guidelines for certification of taxpayer identification number on substitute form W-9 (incorporated by reference to Exhibit 99.6 of the Registration Statement).**

(a)(1)(viii)

Notice of Guaranteed Delivery for Weyerhaeuser common shares (incorporated by reference to Exhibit 99.7 of the Registration Statement).**

(a)(1)(ix)

Notice of Guaranteed Delivery for Weyerhaeuser exchangeable shares (incorporated by reference to Exhibit 99.8 of the Registration Statement).**

(a)(1)(x)

Notice of Withdrawal for Weyerhaeuser common shares (incorporated by reference to Exhibit 99.9 of the Registration Statement).**

(a)(1)(xi)

Notice of Withdrawal for Weyerhaeuser exchangeable shares (incorporated by reference to Exhibit 99.10 of the Registration Statement).**

(a)(1)(xii)

Canadian Supplement to the Prospectus—Offer to Exchange (incorporated by reference to Exhibit 99.11 of the Registration Statement).**

(a)(1)(xiii)

French translation of certain portions of the Canadian Bid Circular, consisting of the Canadian Supplement to the Prospectus—Offer to Exchanges together with the Prospectus—Offer to Exchange (incorporated by reference to Exhibit 99.12 of the Registration Statement).**

(a)(1)(xiv)

Press release dated February 2, 2007 (incorporated by reference to Weyerhaeuser's Form 8-K furnished to the SEC on February 2, 2007).**

(a)(4)(i)

Prospectus—Offer to Exchange, dated February 12, 2007 (incorporated by reference to the Registration Statement).**

(a)(4)(ii)

Explanation of Responses:

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Text of the website that is being maintained in connection with the Exchange Offer, updated on February 2, 2007
(incorporated by reference to Weyerhaeuser's Form 425 filed with the SEC on February 5, 2007).***

(a)(4)(iii)

Text of the website that is being maintained in connection with the Exchange Offer, updated on February 5, 2007
(incorporated by reference to Weyerhaeuser's Form 425 filed with the SEC on February 5, 2007).***

(a)(4)(iv)

Text of the website that is being maintained in connection with the Exchange Offer, updated on February 6, 2007
(incorporated by reference to Weyerhaeuser's Form 425 filed with the SEC on February 6, 2007).***

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- (a)(4)(v) Text of the website that is being maintained in connection with the Exchange Offer, updated on February 7, 2007 (incorporated by reference to Weyerhaeuser's Form 425 filed with the SEC on February 7, 2007).***
- (a)(4)(vi) Text of the website that is being maintained in connection with the Exchange Offer, updated on February 8, 2007 (incorporated by reference to Weyerhaeuser's Form 425 filed with the SEC on February 8, 2007).***
- (a)(4)(vii) Text of the website that is being maintained in connection with the Exchange Offer, updated on February 9, 2007 (incorporated by reference to Weyerhaeuser's Form 425 filed with the SEC on February 9, 2007).***
- (a)(4)(viii) Text of the website that is being maintained in connection with the Exchange Offer, updated on February 12, 2007 (incorporated by reference to Weyerhaeuser's Form 425 filed with the SEC on February 9, 2007).*
- (a)(5)(i) Press release dated February 5, 2007 (incorporated by reference to Weyerhaeuser's Form 425 filed with the SEC on February 6, 2007).***
- (a)(5)(ii) Press release dated February 9, 2007 (incorporated by reference to Weyerhaeuser's Form 8-K furnished to the SEC on February 9, 2007).***
 - (h)(i) Opinion of Cravath, Swaine & Moore LLP with respect to certain tax matters (incorporated by reference to Exhibit 8.1 of the Registration Statement).***
 - (h)(ii) Private letter ruling from the Internal Revenue Service (incorporated by reference to Exhibit 8.2 of the Registration Statement).*
 - (h)(iii) Opinion of Blake, Cassels & Graydon LLP with respect to certain Canadian federal income tax matters (incorporated by reference to Exhibit 8.3 of the Registration Statement).***

* Filed herewith.

** Filed previously with the SEC, on February 2, 2007, on the Tender Offer Statement on Schedule TO.

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*** Filed previously with the SEC, on February 12, 2007, on Amendment No. 3 to the Tender Offer Statement on Schedule TO.