Roth James H Form 4 March 07, 2019

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(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) 550 WEST VA	(First) AN BUREN	(Middle) STREET	3. Date of Earliest Transaction (Month/Day/Year) 03/05/2019	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) CEO			
	(Street)		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			
CHICAGO, II	L 60607			Form filed by More than One Reporting Person			

							i erson				
(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. Transactio Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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	03/05/2019		M(1)	10,000 (2)	A	\$ 23.43	207,720	D			
Common Stock	03/05/2019		S <u>(1)</u>	10,000	D	\$ 47.1 (4)	197,720	D			
Common Stock	03/05/2019		S(3)	7,500	D	\$ 47.1 (4)	190,220	D			
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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SEC 1474 (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. Transactio Code (Instr. 8)	onDerivative Securities		Derivative Expiration Date USecurities (Month/Day/Year) (IACquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Employee Stock Options (Right to Buy)	\$ 23.43	03/05/2019		M <u>(1)</u>		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				

Signatures

Diane E. Ratekin, Attorney-in-fact for James H. Roth

03/07/2019

**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) 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 \$46.71 to \$47.63. 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.

Reporting Owners 2

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