

Harrington Brendan M
 Form 4
 February 01, 2012

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 *
 Harrington Brendan M

2. Issuer Name and Ticker or Trading Symbol
 COMPUTER TASK GROUP INC
 [CTGX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 800 DELAWARE AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/31/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 CFO & Senior Vice President

BUFFALO, NY 14209

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/31/2012		M		1,875 A \$ 4.35	58,843	D
Common Stock	01/31/2012		F		565 D \$ 14.44	58,278	D
Common Stock	01/31/2012		M		1,875 A \$ 3.18	60,153	D
Common Stock	01/31/2012		F		413 D \$ 14.44	59,740	D
Common Stock	01/31/2012		M		1,875 A \$ 4.9	61,615	D

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Common Stock 01/31/2012 F 637 D \$ 14.44 60,978 D

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

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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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 4.35	01/31/2012		M	1,875	11/16/2005 02/07/2012	Common Stock	1,875
Employee Stock Option (right to buy)	\$ 3.18	01/31/2012		M	1,875	02/06/2006 02/06/2012	Common Stock	1,875
Employee Stock Option (right to buy)	\$ 4.9	01/31/2012		M	1,875	11/16/2005 03/03/2012	Common Stock	1,875

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harrington Brendan M 800 DELAWARE AVENUE BUFFALO, NY 14209			CFO & Senior Vice President	

Signatures

Peter Radetich attorney for Brendan M
Harrington

02/01/2012

__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).

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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