Roth James H Form 4 March 05, 2012

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or January 31,
Expires: 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 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

1(b).

Common

Common

Stock

Stock

03/01/2012

(Print or Type Responses)

1. Name and Address of Reporting Person * Roth James H			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer		
			Huron (g Group Inc.	(Check all applicable)		
(Last)	(First)	Middle)	3. Date of Earliest TransactionX_ Director					0% Owner
			(Month/I	Day/Year)		X Officer (gi below)	below)	ther (specify
550 WEST	VAN BUREN S	TREET	03/01/2	2012		Director CEO and President		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person		
CHICAGO	, IL 60607					Form filed by Person	More than One	Reporting
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securities Acq	quired, Disposed	of, or Benefic	ially Owned
1.Title of	2. Transaction Date	2A. Deem	ed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature o
Security	(Month/Day/Year)			Transactio	or(A) or Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)	· · · · · · · · · · · · · · · · · · ·	any	,	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial
(,		(Month/D	av/Year)	(Instr. 8)	(,,	Owned	Direct (D)	Ownership
			,	(,		Following	or Indirect	(Instr. 4)
						Reported	(I)	()
					(A)	Transaction(s)	(Instr. 4)	

Code V Amount

3,705

 $F^{(1)}$

(D)

D

Price

38.18

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

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SEC 1474

(9-02)

(Instr. 3 and 4)

D

Ι

215,676

3,855

By Family

Partnership

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		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
Employee Stock Options (Right to Buy)	\$ 38.18	03/01/2012		A	19,661 (2)	03/01/2013	03/01/2022	Common Stock	19,661

Reporting Owners

Reporting Owner Name / Address	Relationships					
-	Director	10% Owner	Officer	Other		

Roth James H

550 WEST VAN BUREN STREET X Director CEO and President

CHICAGO, IL 60607

Signatures

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

Roth 03/05/2012

**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).
- (1) Shares withheld in order to satisfy tax liability associated with restricted share lapse.
- (2) These options were granted on March 1, 2012 and will vest in four equal installments beginning on the first anniversary of the date of grant.

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.

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