

PROFIT RECOVERY GROUP INTERNATIONAL INC  
Form SC 13G  
November 29, 2001

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OMB APPROVAL  
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OMB Number: 3235-0145  
Expires: October 31, 2002  
Estimated average burden  
hours per response . . . 14.90  
-----

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
-----

SCHEDULE 13G  
(Section 240.13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO SECTIONS 240.13d-1(b), (c) and(d) AND AMENDMENTS THERETO FILED  
PURSUANT TO SECTION 240.13d-2  
(Amendment No. \_\_\_\_\_) 1

The Profit Recovery Group International, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

743168106

-----  
(CUSIP Number)

November 20, 2001

-----  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

-----  
1 The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which would  
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not  
be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange

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Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

13G

=====  
CUSIP No. 743168106  
=====

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Partners, L.P.  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ] \*\*

\*\* The reporting persons making this filing are deemed to beneficially own an aggregate of 3,627,987 Shares, which is 7.2 % of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

-----  
3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California  
-----

NUMBER OF 5 SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY 487,800 [See Preliminary Note]

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING -0-

PERSON WITH 8 SHARED DISPOSITIVE POWER  
487,800 [See Preliminary Note]

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
487,800 [See Preliminary Note]

-----  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
-----

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CERTAIN SHARES (See Instructions)

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
1.0 % [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions)  
PN

Page 2 of 26 Pages

13G

=====  
CUSIP No. 743168106  
=====

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ] \*\*

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
California

NUMBER OF 5 SOLE VOTING POWER  
SHARES -0-  
BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY 447,000 [See Preliminary Note]  
EACH 7 SOLE DISPOSITIVE POWER  
REPORTING -0-

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PERSON WITH 8 SHARED DISPOSITIVE POWER  
447,000 [See Preliminary Note]

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
447,000 [See Preliminary Note]

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.9 % [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions)  
PN

Page 3 of 26 Pages

13G

=====  
CUSIP No. 743168106  
=====

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ] \*\*

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beneficially own an aggregate of 3,627,987 Shares, which is  
7.2 % of the class of securities. The reporting person on  
this cover page, however, is a beneficial owner only of the  
securities reported by it on this cover page. [See  
Preliminary Note]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
California

NUMBER OF 5 SOLE VOTING POWER

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SHARES		-0-
=====		
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		822,070 [See Preliminary Note]
=====		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		-0-
=====		
PERSON WITH	8	SHARED DISPOSITIVE POWER
		822,070 [See Preliminary Note]
=====		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	822,070 [See Preliminary Note]	
=====		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
		[ ]
=====		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	1.7 % [See Preliminary Note]	
=====		
12	TYPE OF REPORTING PERSON (See Instructions)	
	PN	
=====		

Page 4 of 26 Pages

13G

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CUSIP No. 743168106

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners III, L.P.

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ] \*\*

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER

SHARES -0-

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY 842,770 [See Preliminary Note]

EACH 7 SOLE DISPOSITIVE POWER

REPORTING -0-

PERSON WITH 8 SHARED DISPOSITIVE POWER

842,770 [See Preliminary Note]

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

842,770 [See Preliminary Note]

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions)

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.7 % [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions)

PN

Page 5 of 26 Pages

13G

=====  
CUSIP No. 743168106  
=====

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Tinicum Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]

(b) [ X ] \*\*

\*\* The reporting persons making this filing are deemed to beneficially own an aggregate of 3,627,987 Shares, which is 7.2 % of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

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=====
3      SEC USE ONLY
=====

4      CITIZENSHIP OR PLACE OF ORGANIZATION

      New York
=====
NUMBER OF          5      SOLE VOTING POWER
SHARES              -0-
=====
BENEFICIALLY      6      SHARED VOTING POWER
OWNED BY           210,647 [See Preliminary Note]
=====
EACH               7      SOLE DISPOSITIVE POWER
REPORTING          -0-
=====
PERSON WITH       8      SHARED DISPOSITIVE POWER
                   210,647 [See Preliminary Note]
=====
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

      210,647 [See Preliminary Note]
=====
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions)

                                           [ ]
=====
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

      0.4 % [See Preliminary Note]
=====
12     TYPE OF REPORTING PERSON (See Instructions)

      PN
=====

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1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

      Farallon Capital Management, L.L.C.
-----
2      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
                                           (a) [   ]

                                           (b) [ X ] **

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      7.2 % of the class of securities. The reporting person on
      this cover page, however, may be deemed a beneficial owner
      only of the securities reported by it on this cover page.
      [See Preliminary Note]
-----
3      SEC USE ONLY
-----
4      CITIZENSHIP OR PLACE OF ORGANIZATION

      Delaware
-----
      NUMBER OF          5      SOLE VOTING POWER
      SHARES              -0-
-----
      BENEFICIALLY      6      SHARED VOTING POWER
      OWNED BY          817,700 [See Preliminary Note]
-----
      EACH              7      SOLE DISPOSITIVE POWER
      REPORTING         -0-
-----
      PERSON WITH      8      SHARED DISPOSITIVE POWER
                                           817,700 [See Preliminary Note]
-----
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

      817,700 [See Preliminary Note]
-----
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)
                                           [   ]
-----
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

      1.7 % [See Preliminary Note]
-----
12     TYPE OF REPORTING PERSON (See Instructions)

      IA, OO
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Page 7 of 26 Pages

13G

=====  
 CUSIP No. 743168106  
 =====

-----  
 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Partners, L.L.C.

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ] \*\*

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-----  
 3 SEC USE ONLY

-----  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		2,810,287 [See Preliminary Note]
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON WITH	8	SHARED DISPOSITIVE POWER
		2,810,287 [See Preliminary Note]

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,810,287 [See Preliminary Note]

-----  
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
 CERTAIN SHARES (See Instructions)

[ ]

-----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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5.6 % [See Preliminary Note]

-----  
 12 TYPE OF REPORTING PERSON (See Instructions)  
 00  
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Page 8 of 26 Pages

13G

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CUSIP No. 743168106

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-----  
 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Enrique H. Boilini

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ] \*\*

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-----  
 3 SEC USE ONLY

-----  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

-----  
 NUMBER OF 5 SOLE VOTING POWER  
 SHARES -0-  
 -----  
 BENEFICIALLY 6 SHARED VOTING POWER  
 OWNED BY 3,627,987 [See Preliminary Note]  
 -----  
 EACH 7 SOLE DISPOSITIVE POWER  
 REPORTING -0-  
 -----  
 PERSON WITH 8 SHARED DISPOSITIVE POWER  
 3,627,987 [See Preliminary Note]  
 -----

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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3,627,987 [See Preliminary Note]

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.2 % [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions) IN

Page 9 of 26 Pages

13G

CUSIP No. 743168106

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) David I. Cohen

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ] \*\*

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES BENEFICIALLY OWNED BY 5 SOLE VOTING POWER -0- 6 SHARED VOTING POWER 3,627,987 [See Preliminary Note]

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EACH 7 SOLE DISPOSITIVE POWER  
REPORTING -0-  
-----  
PERSON WITH 8 SHARED DISPOSITIVE POWER  
3,627,987 [See Preliminary Note]  
-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,627,987 [See Preliminary Note]  
-----  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]  
-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
7.2 % [See Preliminary Note]  
-----  
12 TYPE OF REPORTING PERSON (See Instructions)  
IN  
-----

Page 10 of 26 Pages

13G

=====  
CUSIP No. 743168106  
=====

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
Joseph F. Downes  
-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ] \*\*  
  
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this cover page, however, may be deemed a beneficial owner  
only of the securities reported by it on this cover page.  
[See Preliminary Note]  
-----  
3 SEC USE ONLY  
-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

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NUMBER OF	5	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		3,627,987 [See Preliminary Note]
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON WITH	8	SHARED DISPOSITIVE POWER
		3,627,987 [See Preliminary Note]
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,627,987 [See Preliminary Note]	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
	[    ]	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	7.2 % [See Preliminary Note]	
12	TYPE OF REPORTING PERSON (See Instructions)	
	IN	

13G

=====  
CUSIP No. 743168106  
=====

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	William F. Duhamel	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
	(a) [    ]	
	(b) [ X ] **	

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3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	NUMBER OF	5
	SHARES	SOLE VOTING POWER
		-0-
	BENEFICIALLY	6
	OWNED BY	SHARED VOTING POWER
	EACH	3,627,987 [See Preliminary Note]
	REPORTING	7
	PERSON WITH	SOLE DISPOSITIVE POWER
		-0-
		8
		SHARED DISPOSITIVE POWER
		3,627,987 [See Preliminary Note]
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,627,987 [See Preliminary Note]	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[ ]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	7.2 % [See Preliminary Note]	
12	TYPE OF REPORTING PERSON (See Instructions)	
	IN	

13G

=====  
CUSIP No. 743168106  
=====

1	NAMES OF REPORTING PERSONS
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Andrew B. Fremder

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-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ] \*\*

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-----  
 3 SEC USE ONLY

-----  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

-----  
 NUMBER OF 5 SOLE VOTING POWER  
 SHARES -0-  
 -----  
 BENEFICIALLY 6 SHARED VOTING POWER  
 OWNED BY 3,627,987 [See Preliminary Note]  
 -----  
 EACH 7 SOLE DISPOSITIVE POWER  
 REPORTING -0-  
 -----  
 PERSON WITH 8 SHARED DISPOSITIVE POWER  
 3,627,987 [See Preliminary Note]  
 -----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 3,627,987 [See Preliminary Note]

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
 CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 7.2 % [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions)  
 IN

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13G

=====  
 CUSIP No. 743168106  
 =====

-----  
 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Richard B. Fried

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ] \*\*

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-----  
 3 SEC USE ONLY

-----  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States

-----  
 NUMBER OF 5 SOLE VOTING POWER  
 SHARES -0-  
 -----  
 BENEFICIALLY 6 SHARED VOTING POWER  
 OWNED BY 3,627,987 [See Preliminary Note]  
 -----  
 EACH 7 SOLE DISPOSITIVE POWER  
 REPORTING -0-  
 -----  
 PERSON WITH 8 SHARED DISPOSITIVE POWER  
 3,627,987 [See Preliminary Note]  
 -----

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 3,627,987 [See Preliminary Note]  
 -----

-----  
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
 CERTAIN SHARES (See Instructions) [ ]  
 -----

-----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 7.2 % [See Preliminary Note]  
 -----

-----  
 12 TYPE OF REPORTING PERSON (See Instructions)  
 IN



13G

=====  
 CUSIP No. 743168106  
 =====

-----  
 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Monica R. Landry

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]

(b) [ X ] \*\*

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-----  
 3 SEC USE ONLY

-----  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

-----  
 NUMBER OF 5 SOLE VOTING POWER  
 SHARES -0-

-----  
 BENEFICIALLY 6 SHARED VOTING POWER  
 OWNED BY 3,627,987 [See Preliminary Note]

-----  
 EACH 7 SOLE DISPOSITIVE POWER  
 REPORTING -0-

-----  
 PERSON WITH 8 SHARED DISPOSITIVE POWER  
 3,627,987 [See Preliminary Note]

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 3,627,987 [See Preliminary Note]

-----  
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
 CERTAIN SHARES (See Instructions)

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[ ]

-----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 7.2 % [See Preliminary Note]  
 -----  
 12 TYPE OF REPORTING PERSON (See Instructions)  
 IN  
 -----

Page 15 of 26 Pages

13G

=====  
 CUSIP No. 743168106  
 =====

-----  
 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
 William F. Mellin  
 -----

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ] \*\*  
 -----

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-----  
 3 SEC USE ONLY  
 -----

-----  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States  
 -----

NUMBER OF	5	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		3,627,987 [See Preliminary Note]
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON WITH	8	SHARED DISPOSITIVE POWER

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3,627,987 [See Preliminary Note]

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
3,627,987 [See Preliminary Note]  
-----  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]  
-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
7.2 % [See Preliminary Note]  
-----  
12 TYPE OF REPORTING PERSON (See Instructions)  
  
IN  
-----

Page 16 of 26 Pages

13G

=====  
CUSIP No. 743168106  
=====

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Stephen L. Millham  
-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
  
(b) [ X ] \*\*  
  
\*\* The reporting persons making this filing are deemed to  
beneficially own an aggregate of 3,627,987 Shares, which is  
7.2 % of the class of securities. The reporting person on  
this cover page, however, may be deemed a beneficial owner  
only of the securities reported by it on this cover page.  
[See Preliminary Note]  
-----

-----  
3 SEC USE ONLY  
-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
United States  
-----  
NUMBER OF 5 SOLE VOTING POWER  
  
SHARES -0-  
-----

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BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		3,627,987 [See Preliminary Note]
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON WITH	8	SHARED DISPOSITIVE POWER
		3,627,987 [See Preliminary Note]
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,627,987 [See Preliminary Note]	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
	[ ]	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	7.2 % [See Preliminary Note]	
12	TYPE OF REPORTING PERSON (See Instructions)	
	IN	

Page 17 of 26 Pages

13G

=====  
CUSIP No. 743168106  
=====

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Meridee A. Moore
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	(a) [ ]
	(b) [ X ] **

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-----  
3 SEC USE ONLY

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4      CITIZENSHIP OR PLACE OF ORGANIZATION

      United States

-----
NUMBER OF          5      SOLE VOTING POWER
SHARES              -0-
BENEFICIALLY      6      SHARED VOTING POWER
OWNED BY          3,627,987 [See Preliminary Note]
EACH              7      SOLE DISPOSITIVE POWER
REPORTING         -0-
PERSON WITH       8      SHARED DISPOSITIVE POWER
                   3,627,987 [See Preliminary Note]
-----
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

      3,627,987 [See Preliminary Note]
-----
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions)

                                           [   ]
-----
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

      7.2 % [See Preliminary Note]
-----
12     TYPE OF REPORTING PERSON (See Instructions)

      IN
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Page 18 of 26 Pages

13G

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CUSIP No. 743168106
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1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

      Thomas F. Steyer
-----
2      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
                                           (a) [   ]
                                           (b) [ X ] **

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\*\* The reporting persons making this filing are deemed to beneficially own an aggregate of 3,627,987 Shares, which is 7.2 % of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	United States		
	NUMBER OF	5	SOLE VOTING POWER
	SHARES		-0-
	BENEFICIALLY	6	SHARED VOTING POWER
	OWNED BY		3,627,987 [See Preliminary Note]
	EACH	7	SOLE DISPOSITIVE POWER
	REPORTING		-0-
	PERSON WITH	8	SHARED DISPOSITIVE POWER
			3,627,987 [See Preliminary Note]
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
			3,627,987 [See Preliminary Note]
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		[ ]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
			7.2 % [See Preliminary Note]
12	TYPE OF REPORTING PERSON (See Instructions)		
	IN		

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1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

      Mark C. Wehrly
-----
2      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
                                           (a) [   ]

                                           (b) [ X ] **

      ** The reporting persons making this filing are deemed to
      beneficially own an aggregate of 3,627,987 Shares, which is
      7.2 % of the class of securities. The reporting person on
      this cover page, however, may be deemed a beneficial owner
      only of the securities reported by it on this cover page.
      [See Preliminary Note]
-----
3      SEC USE ONLY
-----
4      CITIZENSHIP OR PLACE OF ORGANIZATION

      United States
-----
      NUMBER OF          5      SOLE VOTING POWER
      SHARES              -0-
-----
      BENEFICIALLY      6      SHARED VOTING POWER
      OWNED BY          3,627,987 [See Preliminary Note]
-----
      EACH              7      SOLE DISPOSITIVE POWER
      REPORTING        -0-
-----
      PERSON WITH      8      SHARED DISPOSITIVE POWER
                                           3,627,987 [See Preliminary Note]
-----
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

      3,627,987 [See Preliminary Note]
-----
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)

                                           [   ]
-----
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

      7.2 % [See Preliminary Note]
-----
12     TYPE OF REPORTING PERSON (See Instructions)

      IN
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Preliminary Note: The Reporting Persons (as defined below) are filing this Schedule 13G with respect to the Common Stock (the "Shares") of The Profit Recovery Group International, Inc. (the "Company"). Certain of the Reporting Persons own, in aggregate, 1,948,400 Shares. In addition, certain of the Reporting Persons own, in aggregate, \$13,000,000 principal amount of convertible subordinated notes (the "Convertible Notes") issued by the Company, each \$1,000 of principal amount of the Convertible Notes immediately convertible to 129.199 Shares. If all of such Convertible Notes were converted, the Reporting Persons would own, in aggregate, an additional 1,679,587 Shares. The Reporting Persons are filing this Schedule 13G to report the number of Shares they own directly as well as the number of Shares they are deemed to own beneficially through ownership of the Convertible Notes. All numbers and percentages contained in this Schedule 13G represent Shares and not Convertible Notes.

Item 1. Issuer

(a) Name of Issuer:

The Profit Recovery Group International, Inc.

(b) Address of Issuer's Principal Executive Offices:

2300 Windy Ridge Parkway, Suite 100 North, Atlanta, Georgia 30339-8426

Item 2. Identity And Background.

Title Of Class Of Securities And CUSIP Number (Item 2(d) and (e))

This statement relates to Shares of Common Stock (the "Shares") of the Company. The CUSIP number of the Shares is 743168106.

Name Of Persons Filing, Address Of Principal Business Office And

Citizenship (Item2(a), (b) and (c))

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Partnerships



- (i) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it and the Shares which it is beneficially deemed to own through its ownership of Convertible Notes;
- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it and the Shares which it is beneficially deemed to own through its ownership of Convertible Notes;
- (v) Tincum Partners, L.P., a New York limited partnership ("Tincum"), with respect to the Shares held by it and the Shares which it is beneficially deemed to own through its ownership of Convertible Notes; and

FCP, FCIP, FCIP II, FCIP III and Tincum are together referred to herein as the "Partnerships."

The Management Company  
-----

- (vi) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Shares held by an account managed by the Management Company (the "Managed Account").

The General Partner Of The Partnerships  
-----

- (vii) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Partnerships (the "General Partner"), with respect to the Shares beneficially owned by each of the Partnerships through their ownership of Shares and/or Convertible Notes.

The Managing Members Of the General Partner And The Management Company  
-----

- (viii) The following twelve persons who are managing members of both the General Partner and the Management Company, with respect to the Shares beneficially owned the Partnerships and the Managed Account through their ownership of Shares and/or Convertible Notes: Enrique H. Boilini ("Boilini"), David I. Cohen ("Cohen"), Joseph F. Downes ("Downes"), William F. Duhamel ("Duhamel"), Andrew B. Fremder ("Fremder"),

Page 22 of 26 Pages

Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), William

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F. Mellin ("Mellin"), Stephen L. Millham ("Millham"), Meridee A. Moore ("Moore"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

Boilini, Cohen, Downes, Duhamel, Fremder, Fried, Landry, Mellin, Millham, Moore, Steyer and Wehrly are together referred to herein as the "Individual Reporting Persons."

The citizenship of each of the Partnerships, the General Partner and the Management Company is set forth above. Each of the Individual Reporting Persons is a United States citizen.

The address of the principal business office of each of the Reporting Persons other than Enrique Boilini is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111. The address of Enrique Boilini is c/o Farallon Capital Management, L.L.C., 75 Holly Hill Lane, Greenwich, Connecticut 06830.

Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b) or  
-----  
240.13d-2(b) or (c), Check Whether The Person Filing Is An Entity  
-----  
Specified in (a) - (j):  
-----

Not Applicable.

If This Statement Is Filed Pursuant To Section 240.13d-1(c), Check This  
-----  
Box. [X]  
---

Item 4. Ownership  
-----

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for the Partnerships are beneficially owned directly by the Partnerships through such entities' ownership of Shares and/or Convertible Notes and those Shares reported by the Management Company on behalf of the Managed Account are beneficially owned directly by the Managed Account. The General Partner, as general partner to the Partnerships, may be deemed to be the beneficial owner of all such Shares beneficially owned by the Partnerships. The Management Company, as investment adviser to the Managed Account, may be deemed to be the beneficial owner of all such Shares beneficially owned by the Managed Account. The Individual Reporting Persons, as managing members of both the General Partner and/or the Management Company, may each be deemed to be the beneficial owner of all such Shares beneficially owned by the Partnerships and the Managed Accounts. Each of the Management Company, the General Partner and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

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Item 5. Ownership Of Five Percent Or Less Of A Class  
-----

Not Applicable.

Item 6. Ownership Of More Than Five Percent On Behalf Of Another Person  
-----

Not Applicable.

Item 7. Identification And Classification Of The Subsidiary Which Acquired The  
-----  
Security Being Reported On By The Parent Holding Company  
-----

Not Applicable.

Item 8. Identification And Classification Of Members Of The Group  
-----

The Reporting Persons are filing this Schedule 13G pursuant to Rule 13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

Item 9. Notice Of Dissolution Of Group  
-----

Not Applicable.

Item 10. Certification  
-----

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 24 of 26 Pages

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: November 29, 2001

/s/ Joseph F. Downes

-----  
FARALLON PARTNERS, L.L.C.,  
on its own behalf and as General Partner of  
FARALLON CAPITAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,  
And TINICUM PARTNERS, L.P.,  
By Joseph F. Downes  
Managing Member

/s/ Joseph F. Downes

-----  
FARALLON CAPITAL MANAGEMENT, L.L.C.  
By Joseph F. Downes  
Managing Member

/s/ Joseph F. Downes

-----  
Joseph F. Downes, individually and as  
attorney-in-fact for each of Enrique H. Boilini,  
David I. Cohen, William F. Duhamel,  
Andrew B. Fremder, Richard B. Fried, Monica R. Landry  
William F. Mellin, Stephen L. Millham,  
Meridee A. Moore, Thomas F. Steyer  
and Mark C. Wehrly.

The Powers of Attorney, each executed by Boilini, Cohen, Fremder, Mellin, Millham, Moore and Steyer authorizing Downes to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on January 20, 1998, by such Reporting Persons with respect to the Units of Spiros Development Corporation II, Inc., are hereby incorporated by reference. The Powers of Attorney, each executed by Duhamel and Fried authorizing Downes to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 7 to the Schedule 13D filed with the Securities and Exchange Commission on February 9, 1999 by such Reporting Persons with respect to the Callable Class A Common Stock of Crescendo Pharmaceuticals Corporation, are hereby incorporated by reference. The Power of Attorney executed by Mark C. Wehrly authorizing Downes to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 4 to the Schedule 13D filed with the Securities and Exchange Commission on January 18, 2000, by such Reporting Person with respect to the Class

Page 25 of 26 Pages

A Common Stock of Momentum Business Applications, Inc., is hereby incorporated by reference. The Power of Attorney executed by Monica R. Landry authorizing Downes to sign and file this Schedule 13G on her behalf, which was filed with the Schedule 13G filed with the Securities and Exchange Commission on January 22, 2001, by such Reporting Person with respect to the Common Stock of Korn/Ferry International, is hereby incorporated by reference.

Page 26 of 26 Pages