

PRG SCHULTZ INTERNATIONAL INC  
Form SC 13G/A  
February 12, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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SCHEDULE 13G/A

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13-D(1) (B) (C), AND (D) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13D-2 (B)  
(AMENDMENT NO. 7)

PRG-Schultz International, Inc.

-----  
(Name of Issuer)

Common Stock, no par value per share

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

69357C 10 7

-----  
(CUSIP Number)

December 31, 2003

-----  
(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)

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\*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 Act of 1934 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).

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(1) Names of Reporting Persons

I.R.S. Identification No. of Above Persons (Entities Only)

John M. Cook

(2) Check the Appropriate Box if a Member of a Group

(a) \_\_\_\_\_.

(b) \_\_\_\_\_.

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States

Number of	(5) Sole Voting Power	-	3,924,147(1)
Shares			
Beneficially	(6) Shared Voting Power	-	1,218,293(2)
Owned by			
Each	(7) Sole Dispositive Power	-	3,924,147(1)
Reporting			
Person With	(8) Shared Dispositive Power	-	1,218,293(2)

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

5,142,440(1)(2)

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares  X.

(11) Percent of Class Represented by Amount in Row 9

8.2 percent(1)(2)

(12) Type of Reporting Person

IN

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- (1) Includes 2,916,404 shares of Common Stock owned directly. Includes 42,453 shares held by the M. Lucy Cook Family 2001 Grantor Retained Annuity Trust, for which Mr. Cook is trustee and has sole investment and voting power with respect to such shares. Excludes 180,567 shares held by the John and Lucy Cook 1999 Charitable Remainder Unitrust, of which Mr. Cook and his spouse are the beneficiaries, but are not trustees. Also includes 965,290 shares subject to options that are currently exercisable or exercisable within 60 days of December 31, 2003.
- (2) Includes 1,154,613 shares held by Mr. Cook's spouse. Includes 63,680 shares held by the John M. Cook Family 2001 Grantor Retained Annuity Trust, for which M. Lucy Cook, Mr. Cook's spouse, is trustee and has sole investment and voting power with respect to such shares.

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Item 1(a). Name of Issuer:

PRG-Schultz International, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

600 Galleria Parkway, Suite 100  
Atlanta, GA 30339

Item 2(a). Name of Person Filing:

See item (1) of the cover pages

Item 2(b). Address of Principal Business Office:

600 Galleria Parkway, Suite 100  
Atlanta, GA 30339

Item 2(c). Citizenship:

See item (4) of cover pages

Item 2(d). Title of Class of Securities:

Common Stock, No Par Value Per Share

Item 2(e). CUSIP Number:

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Item 3. Not applicable

Item 4. Ownership.

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(a) Amount beneficially owned:

See item (9) of cover pages

(b) Percent of Class:

See item (11) of cover pages

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(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

See item (5) of cover pages

(ii) shared power to vote or to direct the vote:

See item (6) of cover pages

(iii) sole power to dispose or to direct the disposition of:

See item (7) of cover pages

(iv) shared power to dispose or to direct the disposition of:

See item (8) of cover pages

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 or Control Person:

Not applicable

Item 8. Identification and Classification of Members of the Group:

Not applicable

Item 9. Notice of Dissolution of Group:

Not applicable

Item 10. Certification:

Not Applicable.

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SIGNATURE

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

February 10, 2004

-----  
(Date)

/s/ John M. Cook

-----  
(Signature)

John M. Cook

-----  
(Name/Title)

1586367