| SEC Form 4 |  |
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## FORM 4

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

OMB APPROVAL

| 0                        |           |  |  |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number:              | 3235-0287 |  |  |  |  |  |  |  |  |
| Estimated average burden |           |  |  |  |  |  |  |  |  |
| hours per response:      | 0.5       |  |  |  |  |  |  |  |  |

| Check this box if no longer subject to |  |
|--|--|
| Section 16. Form 4 or Form 5           |  |
| bligations may continue. See           |  |
| nstruction 1(b).                       |  |

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person*   |          |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br>Huron Consulting Group Inc. [ HURN ] |                   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |                       |  |  |  |  |
|--|----------|----------|--|-------------------|--|-----------------------|--|--|--|--|
| Roth James   | <u>n</u> |          |  | X                 | Director   | 10% Owner             |  |  |  |  |
|  |          | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)   | x                 | Officer (give title below)   | Other (specify below) |  |  |  |  |
|  |          | REET     | 03/11/2011   |                   | Chief Executive Officer  |                       |  |  |  |  |
| (Street)   |          |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                   | 6. Indiv<br>Line) | ridual or Joint/Group Filir  | ng (Check Applicable  |  |  |  |  |
| CHICAGO  | IL       | 60607    |  | X                 | Form filed by One Re   | porting Person        |  |  |  |  |
| (City)   | (State)  | (Zip)    | —  |                   | Form filed by More the<br>Person   | an One Reporting      |  |  |  |  |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |          |          |  |                   |  |                       |  |  |  |  |

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Code ( |   | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and<br>5) |               | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                          |
|---------------------------------|--|---|--------|---|---|---------------|---|---|---|--------------------------|
|                                 |  |   | Code   | v | Amount  | (A) or<br>(D) | Price   | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                    |   | (1130. 4)                |
| Common Stock                    |  |   |        |   |   |               |   | 196,129   | D   |                          |
| Common Stock                    |  |   |        |   |   |               |   | 3,855   | Ι   | By Family<br>Partnership |

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

|   |   |  |   |                              | - |                       |     | -  |                    |   |  |   |  |  |  |
|---|---|--|---|------------------------------|---|-----------------------|-----|--|--------------------|---|--|---|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | Derivative            |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |   |  |   | Code                         | v | (A)                   | (D) | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   | Transaction(s)<br>(Instr. 4)   |  |  |
| Employee<br>Stock<br>Options<br>(Right to<br>Buy)   | <b>\$</b> 26.19   | 03/11/2011                                 |   | A                            |   | 27,031 <sup>(1)</sup> |     | 03/11/2012   | 03/11/2021         | Common<br>Stock   | 27,031                                 | \$0   | 27,031   | D  |  |

Explanation of Responses:

1. These options were granted on March 11, 2011 and will vest in four equal installments beginning on the first anniversary of the date of grant.

Remarks:

## Diane E. Ratekin, Attorney-infact for James H. Roth 03/15/2011

\*\* Signature of Reporting Person

Date

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

 $\ast$  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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.