| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
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| Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| Instruction 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

| OMB APPROVAL | | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | |
| Estimated average burden | | | | | | | | | |
| hours por rosponso: | 0.5 | | | | | | | | |

| 1. Name and Address of Reporting Person [*] AUSLEY DUBOSE | | | 2. Issuer Name and Ticker or Trading Symbol <u>Huron Consulting Group Inc.</u> [HURN] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|---|-----------------------|----------|--|--|--|--|--|--|
| | | | | X Director 10% Owner | | | | |
| (Loot) (First) (Middle) | | | 3. Date of Earliest Transaction (Month/Day/Year) | Officer (give title Other (specify below) below) | | | | |
| (Last) | (First) CONSULTING | (Middle) | 08/03/2012 | | | | | |
| | | | | | | | | |
| 550 WEST VAN BUREN STREET | | REET | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| (Street) | | | | X Form filed by One Reporting Person | | | | |
| CHICAGO | IL | 60607 | | 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) | Transaction Code (Instr. | | 4. Securities Disposed Of | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|-----------------------------|---|------------------------------|---------------|-------------------------------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 08/03/2012 | | S | | 2,174 | D | \$33.19 ⁽¹⁾ | 35,549 | D | |
| Common Stock | 08/06/2012 | | G | v | 894 | D | \$0.00 | 34,655 | D | |

 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. Transa Code (8) | | of Deriv Secu Acqu (A) or Dispo of (D) (Instr | | | | | | 8. Price of Derivative Security (Instr. 5) | Derivative Security | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | derivative Securities Beneficially Owned Following Reported Transaction(s) | Ownership Form: Direct (D) | Ownership Form: Direct (D) or Indirect | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|------------------------------|---|--|--|---------------------|--------------------|-------|--|---|------------------------|--|--|----------------------------------|---|--|
| | | | | Code | v | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | | | |

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.17 to \$33.36, inclusive. The reporting person undertakes to provide to Huron Consulting Group, any security holder of Huron Consulting Group, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 1 to this Form 4.

Remarks:

Diane E. Ratekin, Attorney-infact for DuBose Ausley 08/07/2012

** Signature of Reporting Person Date

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

* 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.