RESOURCES CONNECTION INC

Form 4 July 26, 2013

FORM 4

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

OMB APPROVAL OMB

3235-0287 Number:

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

RESOURCES CONNECTION INC

Symbol

1(b).

(Print or Type Responses)

MURRAY DONALD B

			[RECN]					(Check all applicable)				
(Last) RESOURC CONNECT ARMSTRO	TION, 17101	(Middle)		f Earliest (Day/Year) 013		ansaction			_X_ Director _X_ Officer (give below)		Owner er (specify	
	(Street)		4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year) IRVINE, CA 92614						Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Tab	le I - Non	-D	erivative :	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	med on Date, if Day/Year)	3. Transact Code (Instr. 8))	4. Securit (A) or Dis (Instr. 3, 4)	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	07/24/2013			M		39,382	A	\$ 11.96	40,548 <u>(1)</u>	D		
Common Stock	07/24/2013			S		36,045	D	\$ 13.18	4,503 <u>(1)</u>	D		
Common Stock									340,000	I	Murray Fam Inc Trust	
Common Stock									922,602	I	Murray Fam Trust	

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

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 control number.

SEC 1474

(9-02)

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
				Code V	and 5)		Date Exercisable	Expiration Date	Title	Am or Nu of S
Non-Qualified Stock Option (right to buy)	\$ 11.96	07/24/2013		M		39,382	07/30/2007	07/30/2013	Common Stock	39

Reporting Owners

Reporting Owner Name / Address	Relationships						
Treporting of their remaining their states	Director	10% Owner	Officer	Other			
MURRAY DONALD B RESOURCES CONNECTION 17101 ARMSTRONG AVE IRVINE, CA 92614	X		Executive Chairman				

Signatures

Donald B.

Murray

**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) Includes shares purchased through the Resources ConnectionInc Employee Stock Purchase Plan

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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