Edgar Filing: COMPUTER TASK GROUP INC - Form 4

COMPUTER Form 4 May 15, 2008	TASK GROUP I	NC	0							
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contir	ITIES AND EXCHANGE CO hington, D.C. 20549 GES IN BENEFICIAL OWNE SECURITIES 5(a) of the Securities Exchange A fility Holding Company Act of 1				NERSHIP OF ge Act of 1934, f 1935 or Sectio	OMB Number: Expires: Estimated a burden hou response	rs per			
See Instruc 1(b). (Print or Type Re	esponses) Idress of Reporting Po	erson <u>*</u> S	2. Issuer : Symbol	Name and	Ticker or 7	Гradin	g	40 5. Relationship of Issuer	f Reporting Per	son(s) to
(Last) 800 DELAW	(First) (Mi ARE AVENUE (Street)	iddle) 3. (1 0	(Month/Day/Year) 05/14/2008				(Chea X_ Director Officer (give below) 6. Individual or Jo	title Oth below)	Owner er (specify	
BUFFALO, M			Filed(Mont	h/Day/Year)	-	Securi	ties Ac	Applicable Line) _X_ Form filed by	One Reporting Pe More than One Re	erson eporting
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3,	l (A) o l of (D 4 and (A) or (D)) 5) Price	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)
Stock	05/14/2008			А	<u>(1)</u>	А	\$0	6,500	D	

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 2 4. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Underlying Securities (Month/Day/Year) Security or Exercise any Code Securities (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Amount Expiration or Date Exercisable Title Date Number Code V (A) (D) of Share Stock Option Common \$ 5.25 05/14/2008 20,000 05/14/2008(2) 05/14/2023 20,00 Α Stock (right to buy)

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Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
McGuire William D. 800 DELAWARE AVENUE BUFFALO, NY 14209	Х								
Signatures									
Peter P. Radetich attorney for W McGuire).	05/15/2008							
<u>**</u> Signature of Reporting Pe		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) The restricted shares vest upon retirement from the Board of Directors.

(2) The stock option vests in four increments of 5000 shares beginning on May 14, 2008, July 1, 2008, October 1, 2008 and January 1, 2009.

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.