COMPUTER TASK GROUP INC

Form 4 March 01, 2016

FORM 4

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

OMB

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations

may continue.

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 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

burden hours per response...

5. Relationship of Reporting Person(s) to

Estimated average

See Instruction 1(b).

Common

Stock (1)

(Print or Type Responses)

1. Name and Address of Reporting Person *

02/29/2016

| Bleustein C | liff | Sy C | ymbol OMPUTER TA | | C | Issuer (Chec | ck all applicable |) |
|------------------|--|--------------|---|----------------|---------------|--|-------------------|-------------------|
| (Last) 800 DELAV | (First) (First | (M | 3. Date of Earliest Transaction (Month/Day/Year) 02/29/2016 | | | _X_ Director _X_ Officer (given below) | | Owner er (specify |
| | (Street) | | If Amendment, D | Č | | 6. Individual or Jo Applicable Line) _X_ Form filed by | One Reporting Pe | rson |
| BUFFALO | , NY 14209 | | | | | Form filed by I Person | More than One Re | porting |
| (City) | (State) | (Zip) | Table I - Non- | Derivative So | ecurities Acq | uired, Disposed o | f, or Beneficial | ly Owned |
| 1.Title of | 2. Transaction Date | e 2A. Deemed | 1 3. | 4. Securitie | es Acquired | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution D | ate, if Transact | ion(A) or Disp | - | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | (Instr. 3, 4 | and 5) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/ | /Year) (Instr. 8) | | | Owned | Indirect (I) | Ownership |
| | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | (A) | Reported | | |
| | | | | | or | Transaction(s) | | |
| | | | Code V | ' Amount | (D) Price | (Instr. 3 and 4) | | |

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

A

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

220,495

D

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

126,850

\$0

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| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | | 4. Transactio | 5. orNumber | 6. Date Exerc Expiration D | | 7. Title at Amount of | | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|---|--------------------------------------|------------------|------------------|---|-------------------------------|--------------------|--|-------------------------|------------------------|---|
| Security (Instr. 3) | or Exercise Price of Derivative Security | (monda, Day, Teal) | (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/ | | Underlyin Securities (Instr. 3 a | ng s | Security (Instr. 5) | Secur Bene Owne Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | or Title Nu of | nount umber uares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|-------------------------|-------|--|--|--|
| reporting owner runner runners | Director | 10% Owner | Officer | Other | | | |
| Bleustein Cliff 800 DELAWARE AVENUE BUFFALO, NY 14209 | X | | Chief Executive Officer | | | | |

Signatures

Peter Radetich attorney for Clifford
Bleustein
03/01/2016

**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) The reporting person received an award of restricted stock under the Company's Equity Award Plan that vests in four equal annual increments beginning on February 28, 2017.

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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