

Henderson Michael J
Form 4
March 13, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Henderson Michael J

2. Issuer Name and Ticker or Trading Symbol
CSG SYSTEMS INTERNATIONAL
INC [CSGS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
9555 MAROON CIRCLE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/11/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Sales & Marketing

ENGLEWOOD, CO 80112

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock <u>(1)</u>	03/11/2013		F	1,866 D \$ 19.42	143,026	D	
Common Stock <u>(2)</u>	03/11/2013		F	1,842 D \$ 19.42	141,184	D	
Common Stock <u>(3)</u>	03/11/2013		F	1,866 D \$ 19.42	139,318	D	
Common Stock <u>(4)</u>	03/11/2013		F	2,266 D \$ 19.42	137,052	D	

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Henderson Michael J 9555 MAROON CIRCLE ENGLEWOOD, CO 80112	EVP, Sales & Marketing

Signatures

Michael J.
Henderson 03/12/2013
 **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) 5,834 shares of restricted stock held by Mr. Michael J. Henderson vested on March 11, 2013. The sold shares reported on this form represent those shares sold to cover a portion of the personal income tax withholding requirements as a result of such vesting.
 - (2) 5,833 shares of restricted stock held by Mr. Michael J. Henderson vested on March 11, 2013. The sold shares reported on this form represent those shares sold to cover a portion of the personal income tax withholding requirements as a result of such vesting.
 - (3) 5,833 shares of restricted stock held by Mr. Michael J. Henderson vested on March 11, 2013. The sold shares reported on this form represent those shares sold to cover a portion of the personal income tax withholding requirements as a result of such vesting.
 - (4) 7,083 shares of restricted stock held by Mr. Michael J. Henderson vested on March 11, 2013. The sold shares reported on this form represent those shares sold to cover a portion of the personal income tax withholding requirements as a result of such vesting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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