

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 per response:	0.5

1. Name and Address of Reporting Person* <u>SHAW JOHN CLARK</u> (Last) (First) (Middle) 695 TOWN CENTER DRIVE - SUITE 600 (Street) COSTA MESA CA 92626 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RESOURCES CONNECTION INC [RECN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/15/2004	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/15/2004		S		500	D	\$34.88	500	D	
Common Stock	01/23/2004		M		236	A	\$25.43	736	D	
Common Stock	01/23/2004		M		209	A	\$28.66	945	D	
Common Stock	01/23/2004		M		2,500	A	\$28.66	3,445	D	
Common Stock	01/23/2004		M		343	A	\$17.51	3,788	D	
Common Stock	01/23/2004		M		421	A	\$14.25	4,209	D	
Common Stock	01/23/2004		M		268	A	\$22.38	4,477	D	
Common Stock	01/23/2004		M		295	A	\$20.34	4,772	D	
Common Stock	01/23/2004		M		248	A	\$24.19	5,020	D	
Common Stock	01/23/2004		M		242	A	\$24.75	5,262	D	
Common Stock	01/23/2004		M		216	A	\$27.84	5,478	D	
Common Stock	01/23/2004		S		4,978	D	\$35.54	500	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. 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$25.43	01/23/2004		M			236	01/02/2002	01/02/2012	Common Stock	236	\$0	0.00	D	
Stock Option (Right to Buy)	\$28.66	01/23/2004		M			209	04/01/2002	04/01/2012	Common Stock	209	\$0	0.00	D	
Stock Option (Right to Buy)	\$28.66	01/23/2004		M			2,500	04/01/2003 ⁽¹⁾	04/01/2012	Common Stock	2,500	\$0	7,500	D	
Stock Option (Right to Buy)	\$17.51	01/23/2004		M			343	07/25/2002	07/25/2012	Common Stock	343	\$0	0.00	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. 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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$14.25	01/23/2004		M			421	10/01/2002	10/01/2012	Common Stock	421	\$0	0.00	D	
Stock Option (Right to Buy)	\$22.38	01/23/2004		M			268	01/02/2003	01/02/2013	Common Stock	268	\$0	0.00	D	
Stock Option (Right to Buy)	\$20.34	01/23/2004		M			295	04/01/2003	04/01/2013	Common Stock	295	\$0	0.00	D	
Stock Option (Right to Buy)	\$24.19	01/23/2004		M			248	07/01/2003	07/01/2013	Common Stock	248	\$0	0.00	D	
Stock Option (Right to Buy)	\$24.75	01/23/2004		M			242	10/01/2003	10/01/2013	Common Stock	242	\$0	0.00	D	
Stock Option (Right to Buy)	\$27.84	01/23/2004		M			216	01/02/2004	01/02/2014	Common Stock	216	\$0	0.00	D	

Explanation of Responses:

1. 25% of the options vest each year beginning one year after the grant date.

Remarks:

/s/ Shaw, John Clark

01/26/2004

** 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.

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