SEC Form 4

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FORM 4

NITED STATES SECURITIES	AND EXCHANGE	COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL									
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			01	Section So(n) of the m	vesimer	IL COI	inparty Act of 1	940						
1. Name and Address of Reporting Person* Crawford Susan J				2. Issuer Name and Ticker or Trading Symbol RESOURCES CONNECTION INC [RECN						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	<u>Susali J</u>]					X	Director		Owner				
(Last) 17101 ARM	(First) STRONG AVEN	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 01/04/2010						Officer (give title below)		Other (specify below)		
(Street)		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line)					
IRVINE	CA	92614								X Form filed by One Reporting Person				
(City)	(State)	(Zip)							Form filed by More than One Reporting Person					
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
Date		2. Transaction Date (Month/Day/Ye	Execution Date,	3. Transaction Code (Instr. 8)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
					Code	v	Amount	(A) or (D)	Price	 Reported Transaction(s) (Instr. 3 and 4) 		(Instr. 4)		

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

(e.g., puis, cans, warrants, options, conventible 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. Transa Code (8)		5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr. and 5)	tive ties red sed 3, 4	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				
Non- Qualified Stock Option (right to buy)	\$21.48	01/04/2010		A		3,000		01/04/2011 ⁽¹⁾	01/04/2020	Common Stock	3,000 ⁽²⁾	\$0	3,000	D	
Non- Qualified Stock Option (right to buy)	\$21.48	01/04/2010		A		2,328		01/04/2010 ⁽³⁾	01/04/2020	Common Stock	2,328	\$0	5,328	D	

Explanation of Responses:

1. Options vest 25% after one year and 25% each year thereafter for the next three years.

2. Annual Grant made to all Independent Directors

3. Options received in lieu of retainer fees are vested on award.

Susan J. Crawford

01/05/2010

** 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.

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 Number.