

GULFPORT ENERGY CORP
 Form 3
 August 21, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Gaydosik Aaron		(Month/Day/Year)	GULFPORT ENERGY CORP [GPOR]	
(Last)	(First)	(Middle)	08/11/2014	
14313 NORTH MAY AVENUE,Â SUITE 100			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Chief Financial Officer	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

OKLAHOMA
 CITY,Â OKÂ 73134
 (City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gaydosik Aaron 14313 NORTH MAY AVENUE SUITE 100 OKLAHOMA CITY, OK 73134	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Michael G. Moore as attorney-in-fact for Aaron
Gaydosik

08/21/2014

__Signature of Reporting Person

Date

Explanation of Responses:

No securities are beneficially owned

* If the form is filed by more than one reporting person, *see* Instruction 5(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. 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. plicable to directors, officers and employees of our company. This code also contains a sub-section that constitutes a code of ethics specifically applicable to the Chief Executive Officer, Chief Financial Officer and other members of the our company's finance department based on their special role in promoting fair and timely public reporting of financial and business information about our company. The charters of the three committees described above, the corporate governance principles of the Board of Directors, and the code of conduct are available without charge on the Company's website at www.ctg.com, by clicking on "Investors," and then "Corporate Governance." We will also send these documents without charge and in print to any stockholder who requests them. Director Compensation Each non-employee director receives a \$15,000 annual retainer, a \$1,500 per meeting fee for attending Board meetings, a \$1,500 per day fee for each day a committee meeting is held, and \$5,000 annual fee for each chairman of a committee. Directors are also reimbursed for expenses they incur while attending board and committee meetings. Directors who are employees of the Company do not receive additional compensation for their services as directors. Section 16(a) Beneficial Ownership Reporting Compliance Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors, executive officers and persons who own more than 10% of the Company's common stock, to file with the Securities and Exchange Commission and the New York Stock Exchange reports of ownership and changes in ownership of common stock and other equity securities of the Company. Officers, directors and greater than 10% shareholders are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file. The Company believes that all Section 16(a) filing requirements applicable to its officers, directors and beneficial owners of more than 10% of its outstanding common stock were complied with for 2004. This belief is based solely on the Company's review of copies of the reports furnished to it and written representations that no other reports were required. Appointment of Auditors for Fiscal 2004 and Fees The Audit Committee of the Company's Board of Directors reappointed KPMG LLP ("KPMG") as the independent registered public accounting firm to audit the Company's financial statements for fiscal 2004. 11 A representative of KPMG will be present at the annual meeting of shareholders of the Company. The representative will be given the opportunity to make a statement if the representative desires to do so, and will be available to respond to appropriate questions. To the best of the Company's knowledge, no member of that firm has any past or present interest, financial or otherwise, direct or indirect, in the Company or any of its subsidiaries. Matters involving

auditing and related functions are considered and acted upon by the Audit Committee. The Audit Committee has determined that the provision of services described under "All Other Fees," below is compatible with maintaining the independent registered public accounting firms independence. Audit Fees -- The aggregate fees billed for professional services rendered by KPMG for the audit of the Company's annual financial statements for the last two fiscal years, including the Company's foreign subsidiaries, the reviews of the financial statements included in the Company's Form 10-Q's, and services rendered in connection with the Company's obligations under Section 404 of the Sarbanes-Oxley Act of 2002 and related regulations was approximately \$855,600 and \$208,881 in 2004 and 2003, respectively. Included in the 2004 balance was approximately \$508,000 related to services rendered in connection with Section 404 of the Sarbanes-Oxley Act. Audit-Related Fees -- The aggregate fees billed for assurance and related services rendered by KPMG for the last two fiscal years that are reasonably related to the performance of the audit or review of the Company's financial statements was \$0 in both 2004 and 2003. Tax Fees -- The aggregate fees billed in each of the last two fiscal years for professional services rendered by KPMG for tax compliance work were \$7,150 and \$0 in 2004 and 2003, respectively. All Other Fees -- Other than the fees described above, the Company did not pay any other fees in either 2004 or 2003 to KPMG. Previous Change in Independent Registered Public Accounting Firm On September 23, 2003, the Company engaged KPMG as the independent registered public accounting firm to audit the Company's financial statements for the fiscal year ending December 31, 2003 and dismissed Deloitte & Touche LLP ("Deloitte"). During the two most recent fiscal years and any interim period prior to their engagement, the Company did not consult with KPMG on any matter. The decision to change accountants was made by the Audit Committee. Deloitte had been the independent registered public accounting firm auditing the financial statements of the Company since July 7, 1998. Deloitte's report on the financial statements of the Company as of December 31, 2002 and 2001 and for the years then ended, did not contain an adverse opinion or disclaimer of opinion and was not qualified or modified as to uncertainty, audit scope or accounting principles. During the Company's two most recent fiscal years and any subsequent interim period preceding the dismissal, there were no disagreements between the Company and Deloitte on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure which, if not resolved to the satisfaction of Deloitte would have caused Deloitte to make reference to the subject matter of the disagreement in connection with its report. Also, during the aforementioned period, there occurred no "reportable event" within the meaning of Item 304(a) (1) (v) of Regulation S-K. Audit Committee Pre-Approval Policies and Procedures. The Audit Committee pre-approves 100% of all audit and permissible non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. The Committee pre-approves each particular service on a case-by-case basis. Incorporation by Reference. The Compensation Committee Report, the Audit Committee Report, references to the independence of directors, and the Stock Performance Graph are not deemed to be "soliciting material" or "filed" with the Securities and Exchange Commission, are not subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended and shall not be deemed incorporated by reference into any of the filings previously made or made in the future by the Company under the Exchange Act or the Securities 12 Exchange Act of 1933, as amended, except to the extent the Company specifically incorporates any such information into a document that is filed. EXECUTIVE COMPENSATION AND OTHER INFORMATION The following table shows the annual and long-term compensation paid to the Chairman, President and Chief Executive Officer and to the four other most highly compensated executive officers for services rendered in 2004, 2003, and 2002. SUMMARY COMPENSATION TABLE LONG TERM COMPENSATION ----- ANNUAL COMPENSATION AWARDS PAYOUTS ----- OTHER RESTRICTED ANNUAL STOCK OPTIONS/ LTIP ALL OTHER NAME AND SALARY BONUS COMPENSATION AWARD(S) SAR'S PAYOUTS COMPENSATION PRINCIPAL POSITION YEAR (\$) (\$) (\$) (\$) (#) (\$) (\$) (1) ----- James R. Boldt..... 2004 \$400,000 \$208,234 \$ 0 \$0 40,000 \$0 \$ 6,150 Chairman, President and 2003 \$400,000 \$164,400 \$ 0 \$0 75,000 \$0 \$ 6,000 Chief Executive Officer 2002 \$400,000 \$ 0 \$ 0 \$0 0 \$0 \$ 5,500 Gregory M. Dearlove..... 2004 \$285,000 \$ 74,183 \$ 0 \$0 15,000 \$0 \$ 6,150 Senior Vice President and 2003 \$285,000 \$ 63,020 \$ 0 \$0 20,000 \$0 \$ 5,919 Chief Financial Officer 2002 \$285,000 \$ 0 \$ 0 \$0 0 \$0 \$ 4,125 Filip J.L. Gyde(2)..... 2004 \$232,797 \$ 78,422 \$71,284 \$0 10,000 \$0 \$23,280 Senior Vice President and 2003 \$207,468 \$ 15,892 \$62,063 \$0 10,000 \$0 \$20,747 General Manager, 2002 \$259,373 \$ 0 \$66,968 \$0 0 \$0 \$25,260 CTG Europe Thomas J. Niehaus..... 2004 \$215,000 \$132,170 \$ 0 \$0 15,000 \$0 \$ 6,150 Senior Vice President 2003 \$215,000 \$ 36,990 \$ 0 \$0 25,000 \$0 \$ 6,000

and General Manager, 2002 \$215,000 \$ 0 \$ 0 \$0 15,000 \$0 \$ 5,500 CTG HealthCare Solutions Arthur W. Crumlish..... 2004 \$185,000 \$ 49,219 \$ 0 \$0 20,000 \$0 \$ 6,150 Senior Vice President, 2003 \$185,000 \$ 32,592 \$ 0 \$0 15,000 \$0 \$ 5,550 Strategic Staffing Services 2002 \$185,000 \$ 0 \$ 0 \$0 0 \$0 \$ 5,500 ----- (1) Consists of Company contributions under retirement plans. (2) Other annual compensation for Mr. Gyde consists of vacation and other premiums, including the cost of providing for a company automobile.

COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION The Compensation Committee of the Board of Directors is composed of Randall L. Clark (Chairman), George B. Beitzel, and John M. Palms, each of whom are "non-employee directors" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934. The Committee is responsible for overseeing the administration of the Company's employee stock and benefit plans, establishing policies relating to the compensation of employees and setting the terms and conditions of employment for executive officers. This Committee report describes the various components of the Company's executive officer compensation program and the basis on which 2004 compensation was paid to such executive officers, including the executive officers named in the compensation table set forth above.

Compensation Policy -- The Committee's compensation policies are designed to maintain a direct relationship among executive pay, financial performance of the Company and the creation of shareholder value. Such policies seek to: - Provide compensation opportunities that enable the Company to attract and retain qualified executives; - Provide compensation that is directly related to the performance of both the Company and the individual; - Integrate the compensation programs with the Company's annual and long-term financial and operating objectives; and 13 - Align the interests of executive officers with the long-term interests of the Company's stockholders through stock-based award opportunities that can result in ownership of the Company's common stock. The Company's executive compensation program attempts to achieve the foregoing objectives by integrating annual base salary with annual cash and stock-based incentives based on both Company and individual performance. Measurement of Company performance is based on operating and financial objectives set at the beginning of each year. As a result, executive compensation tends to be higher in years in which the performance goals are achieved or exceeded. In addition, as an executive's level of responsibility increases, a substantial portion of his or her annual compensation is based on performance incentives. Accordingly, there will be greater variability in an executive's total compensation from year to year based on both the individual's and the Company's actual performance.

Components of Executive Compensation -- The compensation paid to the Company's executive officers, as reflected in the tables set forth in this Proxy Statement, consisted of annual base salary, annual cash incentive compensation, long-term stock-based incentive compensation and deferred compensation.

Annual Base Salary -- With respect to determining the base salary of executive officers, the Committee takes into consideration a variety of factors including the executive's level of responsibility, individual performance and the salaries of similar positions in the Company and in comparable companies both within and outside our industry who compete for executive talent. The Committee also engages a compensation consultant to advise it with respect to such matters.

Annual Cash Incentive Compensation -- Each executive officer's total annual compensation consists in part of annual cash incentive compensation. Awards of cash incentive compensation are based on the attainment of one or more specified targeted levels of (i) gross profit, (ii) operating income, (iii) specific assigned objectives, (iv) earnings per share, and (v) individual objectives. The Committee, in awarding cash incentive compensation, considers the recipient's individual contribution toward Company operating profitability, cost containment, leadership, teamwork and the successful implementation of business strategy. The objective of this form of annual compensation is to provide an incentive to certain executives to achieve operating and financial objectives that the Committee believes are primary determinants of shareholder value over time.

Long-Term Stock-Based Incentive Compensation -- The third component of executive compensation consisted of grants of stock options under the Company's 2000 Equity Award Plan. In making grants of stock options, the Committee considered an executive's contribution toward past and the expected contribution toward future Company performance. Any value that might be received from an option grant depends upon increases in the price of the Company's common stock. Accordingly, the amount of compensation to be received by an executive is directly aligned with increases in shareholder value. Grants of stock options are made to key employees of the Company who, in the opinion of the Committee, have had and are expected to continue to have a significant impact on the long-term performance of the Company. The awards are also intended to reward individuals who remain with the Company and to further align their interests with those of the Company's shareholders. The Committee strongly believes that stock ownership by management and stock-based performance compensation are beneficial in aligning management's and shareholders' interests in the enhancement of shareholder value.

Stock Options Granted During 2004 -- The

Committee granted stock options to various executive officers named in the following table (see Options/SAR Grants in 2004). In general, recipients of the stock options receive the right to purchase shares of common stock of the Company in the future at a price equal to their fair market value determined on the date of grant. The Committee determines the dates and terms upon which option may be exercised, as well as whether the options will be incentive stock options or nonqualified stock options. In determining whether to grant an individual stock options, the Committee considers an executive's contribution toward Company performance, expected future contribution and the number of options and shares of common stock presently held by the executive. Deferred Compensation -- The fourth component of executive compensation may consist of the Company's contribution under the CTG Non-Qualified Key Employee Deferred Compensation Plan for those executives chosen to participate in the Plan. Executives chosen to participate in the Plan are eligible to elect to defer a 14 percentage of their annual cash compensation. In addition, executives are also eligible to receive a Company contribution under the Plan in an amount equal to a specified percentage of the sum of the executive's 2004 base salary and bonus compensation. The Company's contribution percentage and criteria used to determine performance targets are based on the recommendations of the Chairman, President and CEO, subject to the approval of the Committee. The contribution is made in cash or CTG common stock, as determined by the Committee. No contributions were made in 2004 under this Plan. Chief Executive Officer Compensation -- The Committee, in setting the compensation for the position of Chief Executive Officer, sought to provide a compensation package which depended in part upon the attainment of both annual and long-term objectives, thereby linking the annual compensation of the CEO to individual performance and the Company's performance. Compensation for the position of CEO consisted of the following: (i) annual base compensation established by the Committee, (ii) cash incentive compensation measured by Company financial performance and the CEO's attainment of specific strategic and organizational objectives, together with an assessment by the Committee and the Board of Directors of the effectiveness of the CEO, (iii) long-term stock-based incentive compensation, and (iv) a contribution under the CTG Non-Qualified Key Employee Deferred Compensation Plan. Mr. Boldt's 2004 compensation consisted of base compensation of \$400,000, a bonus of \$208,234 and a grant of 40,000 stock options at \$4.90 per share. Section 162(m) of the Internal Revenue Code -- Section 162(m) of the Code generally disallows a tax deduction for compensation in excess of \$1 million paid to any "covered employee" in any taxable year. The term "covered employee" is defined as the Chief Executive Officer and the four other highest paid executive officers of the corporation. Certain compensation is specifically exempt from the deduction limit to the extent that it does not exceed \$1 million during any fiscal year or is "performance based" as defined in Section 162(m). The 2000 Equity Award Plan has been designed to meet the requirements for deductibility. SUBMITTED BY THE COMPENSATION COMMITTEE Randall L. Clark, Chairman George B. Beitzel John M. Palms 15 COMPANY PERFORMANCE GRAPH The following graph shows a five-year comparison of cumulative total shareholder returns for the Company's common stock, the S&P 500 Index, and a Peer Group, assuming a base index of \$100 at the end of 1999. The cumulative total return for each annual period within the five years presented is measured by dividing (1) the sum of (A) the cumulative amount of dividends for the period, assuming dividend reinvestment, and (B) the difference between the Company's share price at the end and the beginning of the period by (2) the share price at the beginning of the period. The calculations exclude trading commissions and taxes. (PERFORMANCE GRAPH)

	Dec 99	Dec 00	Dec 01	Dec 02	Dec 03
Computer Task Group Inc	100	26.77	26.78	23.73	26.44
S&P 500 Index	100	90.90	80.09	62.39	80.29
Peer Group	100	22.80	37.72	17.77	24.33

The Peer Group comprises the following companies which are in the business of providing software and information technology (IT) services: Alternative Resources Corporation(1); American Management Systems, Incorporated(1); Analysts International Corporation; Ciber, Inc.; Computer Horizons Corp.; Compuware Corporation; Keane, Inc.; and Technology Solutions Company.

(1) Included through 2003 as these companies were acquired during 2004. 16 Option/SAR Grants, Exercises and Holdings The following tables set forth certain information concerning stock options granted and exercised during 2004, and unexercised options held as of the end of 2004, by the named executives: OPTIONS/SAR GRANTS IN 2004 POTENTIAL POTENTIAL REALIZABLE VALUE AT REALIZABLE VALUE AT NUMBER OF ASSUMED ANNUAL ASSUMED ANNUAL SECURITIES PERCENT OF TOTAL RATES OF STOCK

RATES OF STOCK UNDERLYING OPTIONS/SARS EXERCISE OR PRICE APPRECIATION PRICE
 APPRECIATION OPTIONS/SARS GRANTED TO BASE PRICE EXPIRATION FOR OPTION TERM(1) FOR
 OPTION TERM(1) NAME GRANTED IN 2004 EMPLOYEES 2004 PER SHARE DATE 5% (\$) 10% (\$) ----
 ----- James R. Boldt..... 13,522 1.43%
 \$4.90 3/3/2019 \$71,487 \$210,517 26,478 2.80% \$4.90 3/3/2014 \$72,349 \$179,083 Gregory M. Dearlove.. 15,000
 1.59% \$4.90 3/3/2014 \$37,940 \$ 92,683 Filip J.L. Gyde..... 10,000 1.06% \$4.90 3/3/2014 \$30,816 \$ 78,093 Thomas
 J. Niehaus.... 15,000 1.59% \$4.90 3/3/2014 \$37,940 \$ 92,683 Arthur W. Crumlish... 20,000 2.12% \$4.90 3/3/2014
 \$50,587 \$123,578 ----- (1) The dollar amounts under these columns use the five (5%) percent and ten (10%)
 percent annual rates of stock price appreciation prescribed by the SEC. This presentation is not intended to forecast
 future appreciation of the Company's stock. AGGREGATE OPTION/SAR EXERCISES IN 2004 AND 2004
 YEAR-END OPTION/SAR VALUES NUMBER OF SECURITIES UNDERLYING UNEXERCISED VALUE OF
 UNEXERCISED OPTIONS/SARS AT IN-THE-MONEY OPTIONS/SARS SHARES FISCAL YEAR END AT
 FISCAL YEAR END ACQUIRED VALUE ----- NAME ON EXERCISE
 REALIZED EXERCISABLE UNEXERCISABLE EXERCISABLE UNEXERCISABLE ---- -----

----- James R. Boldt..... 0 \$0 406,500 387,500 \$423,375 \$794,125
 Gregory M. Dearlove..... 0 \$0 57,500 77,500 \$203,200 \$219,700 Filip J.L. Gyde..... 0 \$0 53,000 42,000 \$
 27,250 \$ 31,200 Thomas J. Niehaus..... 0 \$0 65,750 68,750 \$ 29,250 \$ 65,250 Arthur W. Crumlish..... 0 \$0
 47,750 55,000 \$108,613 \$118,412 Executive Supplemental Benefit Plan The Company maintains an Executive

Supplemental Benefit Plan (Supplemental Plan) which provides one current and certain former executives with
 deferred compensation benefits. The Supplemental Plan was amended as of December 1, 1994 in order to freeze the
 then current benefits, provide no additional benefit accruals for participants and to admit no new participants. As a
 result of this action, the Company reduced its annual Supplemental Plan expense from approximately \$1.1 million in
 1994 to approximately \$0.6 million in 2004. Generally, the Supplemental Plan provides for retirement benefits of up
 to 50% of a participating employee's base compensation at termination or as of December 1, 1994, which ever is
 earlier, and pre-retirement death benefits calculated using the same formula that is used to calculate normal and early
 retirement benefits. Benefits are based on service credits earned each year of employment prior to and subsequent to
 admission to the Supplemental Plan through December 1, 1994. Retirement benefits and pre-retirement death benefits
 are paid during the 180 months following retirement or death, respectively, while disability benefits are paid until
 normal 17 retirement age. Normal retirement is age 60. For any participant who is a member of a successor plan, the
 normal retirement age is increased to 65. On November 30, 1994, the Supplemental Plan was also amended to provide
 that in the event of a change of control, participants employed at that time shall be entitled to receive a lump sum
 benefit equivalent to the present value of 50% of their base compensation as of the date of the change of control. A
 change of control will occur if (1) any person (other than the Company, any trustee or other fiduciary holding
 securities under an employee benefit plan of the Company, or any company owned, directly or indirectly, by the
 stockholders of the Company in substantially the same proportions as the ownership of stock of the Company) is or
 becomes the beneficial owner, directly or indirectly, of securities of the Company representing 30% or more of
 combined voting power of the Company's then outstanding voting securities; (2) during any period of 24 consecutive
 months, individuals who at the beginning of the period constitute the Board and any new director whose election by
 the Board, or whose nomination for election by the Company's stockholders, was approved by a vote of at least
 two-thirds of the directors (other than in connection with the contested election), before the beginning of the period
 cease, for any reason, to constitute at least a majority thereof; or (3) the stockholders of the Company approve a plan
 of complete liquidation of the Company or the sale or disposition by the Company of all or substantially all of the
 Company's assets unless the acquirer of the assets or its directors shall meet the conditions for a merger or
 consolidation described in the Supplemental Plan. Plan participants may request the Committee to begin the payment
 of retirement benefits beginning at age 55. It is within the discretion of the Compensation Committee as to whether or
 not a participant will be permitted to receive early retirement benefits. Mr. Boldt did not participate in the
 Supplemental Plan. One current director and one current employee and 19 former employees are covered by the
 Supplemental Plan. Non-Competition and Employment Agreements On July 16, 2001, the Company entered into an
 employment agreement with Mr. Boldt. The agreement will continue in effect until either party provides 60 days prior
 written notice to the other that it does not wish to continue Mr. Boldt's employment. The agreement provides for an
 annual base salary of \$400,000. In the event the Company terminates Mr. Boldt's employment for other than cause (as

defined in the agreement) or Mr. Boldt terminates his employment for good reason (as defined in the agreement) or he dies or becomes disabled, the Company will pay as severance to Mr. Boldt an amount equal to the average annual total compensation paid to Mr. Boldt during the three prior years (which includes the current year). The severance is payable in 26 consecutive bi-weekly installments. The Company will also continue certain medical benefits during such period. If at the end of the twelve-month period, Mr. Boldt is not employed, he will continue to receive such compensation and benefits for up to an additional six months. The agreement also prohibits Mr. Boldt from competing with the Company for a period of one-year following the termination of employment.

Change in Control Agreements

On July 16, 2001, the Company entered into a change in control agreement with Mr. Boldt. The agreement provides that upon the occurrence of a change in control, Mr. Boldt will become fully vested in and entitled to exercise immediately all stock related awards he has been granted under any plans or agreements of the Company. The Agreement goes on to provide that upon the termination of Mr. Boldt's employment (a) without cause by the Company or by himself with good reason within 24 months following a change in control or (b) by himself for any reason within 6 months after a change in control, Mr. Boldt will receive three times his full salary and bonus as well as a lump sum to cover fringe benefits. A change in control will occur if (1) the Company's stockholders approve (a) the dissolution or liquidation of the Company, (b) the merger or consolidation or other reorganization of the Company with any other entity other than a subsidiary of the Company, or (c) the sale of all or substantially all of the Company's business or assets or (2) any person other than the Company or its subsidiaries or employee benefit plans becomes the beneficial owner of more than 20% of the combined voting power of the Company's then outstanding securities or (3) during any period not longer than two consecutive years, individuals who at the beginning of such period constituted the Board cease to constitute at least a majority 18 thereof, unless the election of each new Board member was approved by a vote of at least three-quarters of the Board members then still in office who were Board members at the beginning of such period. Each of the named executives in the cash compensation table has entered into a change of control agreement with the Company. These agreements contain provisions that are generally similar to that of Mr. Boldt except that in the event their employment is terminated by the Company without cause by themselves with good reason within 24 months after a change in control, such executives would receive two times their salary and bonus.

Non-Qualified Key Employee Deferred Compensation Plan

On February 2, 1995 the Compensation Committee approved the creation of a Non-Qualified Key Employee Deferred Compensation Plan. The Deferred Compensation Plan is intended as a successor plan to the Supplemental Plan. Participants in the Deferred Compensation Plan are eligible to (1) elect to defer a percentage of their annual cash compensation and (2) receive a Company contribution of a percentage of their base compensation and annual bonus if the Company attains annual defined performance objectives. The Chief Executive Officer, subject to the approval of the Compensation Committee, recommends (1) those key employees who will be eligible to participate and (2) the percentage of a participant's base and bonus compensation which will be contributed each year to the Deferred Plan if the Company attains annual defined performance objectives. All amounts credited to the participant are invested, as determined by the Compensation Committee, and the participant is credited with actual earnings of the investments. Company contributions, including investment earnings, may be cash or the stock of the Company. Plan participants have a 100% nonforfeitable right to the value of their corporation contribution account after the fifth anniversary of the employment with the Company. If a participant terminates employment due to death, disability, retirement at age 65, or in the event a change of control (as defined in the CTG Executive Supplemental Benefit Plan previously recited) occurs, the participant or his or her estate will be entitled to receive the benefits accrued for the participant as of the date of such event. Company contributions will be forfeited in the event a participant incurs a separation from service for cause. Participants are 100% vested in their own contributions. All amounts in the Deferred Plan, including elective deferrals, are held as general assets of the Company and are subject to the claims of creditors of the Company. In 2004, as the Company did not attain defined operating income objectives, no award for eligible participants was made to the plan.

Directors' and Officers' Liability Insurance

The Company indemnifies its directors and officers to the extent permitted by law in connection with civil and criminal proceedings against them by reason of their service as a director or officer. As permitted by Section 726 of the New York Business Corporation Law, the Company has purchased directors' and officers' liability insurance to provide indemnification for the Company and all its directors and officers. The current liability insurance policy, with a policy period effective April 1, 2004, was issued by The Chubb Group of Insurance Companies at an annual premium of approximately \$416,000. Certain Relationships and Related Transactions During 2004 Mr. Marks, a director of the Company, received an annual sum of \$90,000 payable monthly under the terms of

the Supplemental Plan. Under the terms of a non-competition agreement that covered the period from March 1984 through October 1995, Mr. Marks also receives the same medical benefits as those provided to officers of the Company. The Company also paid the premiums on a life insurance policy for Mr. Marks with a face value of \$300,000. OTHER INFORMATION A shareholder giving a proxy may revoke it at any time before it is exercised. The cost of soliciting proxies in the accompanying form will be borne by the Company. In addition to solicitations by mail, employees of the Company (who will not be specifically compensated for such services) may solicit proxies in person or by telephone. Arrangements will be made with brokers, custodians, nominees and fiduciaries to forward proxies and 19 proxy soliciting material to the beneficial owners of the Company's shares, and the Company may reimburse brokers, custodians, nominees or fiduciaries for their expenses in so doing. SHAREHOLDER

PROPOSALS Proposals of shareholders which are intended to be included in the Company's Proxy Statement relating to its May 2006 annual meeting of shareholders must be received at the Company's principal executive offices not later than December 9, 2005. A shareholder who wishes to present a proposal for consideration at the 2006 annual meeting without inclusion of such proposal in the Company's proxy materials must give written notice of the proposal to the Secretary of the Company not later than sixty days in advance of the date of such meeting. OTHER BUSINESS

As of the date of this Proxy Statement, the Board of Directors of the Company knows of no other business that will be presented for consideration at the 2005 annual meeting of shareholders. However, if any other matters properly come before the meeting or any adjournment thereof, it is intended that the shares represented by proxies will be voted on those matters in accordance with the judgment of the holders of the proxies. April 8, 2005 By Order of the Board of Directors 20 sku# 0554-PS-05 ZCTG82 DETACH HERE PROXY COMPUTER TASK GROUP, INCORPORATED THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS The undersigned hereby appoints Peter P. Radetich and Randall L. Clark and each of them, as proxy or proxies, with power of substitution to vote all of the shares of Common Stock of Computer Task Group, Incorporated (the "Company") which the undersigned may be entitled to vote, as specified on the reverse side of this card, and, if applicable, hereby directs the trustee of the Company's 401 (K) Profit Sharing Retirement Plan (the "Plan") to vote the shares allocated to the account of the undersigned or otherwise which the undersigned is entitled to vote pursuant to the Plan, as specified on the reverse side of this card, at the Annual Meeting of Shareholders of the Company to be held at the Company's Headquarters, 800 Delaware Avenue, Buffalo, New York on Wednesday, May 11, 2005 at 10:00 a.m. or at any adjournment thereof.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR PROPOSAL 1 AND IN ACCORDANCE WITH THE JUDGMENT OF THE PROXIES ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE MEETING. [SEE REVERSE SIDE] [SEE REVERSE SIDE] MARK, SIGN AND DATE ON REVERSE SIDE COMPUTER TASK GROUP, INC. C/O EQUISERVE TRUST COMPANY N.A. P.O. BOX 8694 EDISON, NJ 08818-8694 ZCTG81 DETACH HERE [X] PLEASE MARK || 0554 VOTES AS IN | THIS EXAMPLE. | ----- 1. Election of Directors 2. Said proxies are given discretionary authority to vote and act upon such other matters as may properly come before the meeting or any CLASS II NOMINEES: (01) James R. Boldt adjournment thereof. (02) Thomas E. Baker CLASS III NOMINEES: (03) George B. Beitzel FOR WITHHELD ALL [] [] FROM ALL NOMINEES NOMINEES []

----- For all nominees except as noted above MARK HERE IF YOU PLAN TO ATTEND THE MEETING [] MARK HERE FOR ADDRESS CHANGE AND NOTE AT LEFT [] Please date and sign exactly as name appears hereon. Each joint tenant must sign. When signing as attorney, executor, trustee, etc., give full title. If signer is a corporation, sign in full corporate name by authorized officer. If a partnership, sign in partnership name by an authorized person. Please sign, date and return this proxy today. No postage is required. A business reply envelope is enclosed for your convenience. Signature: Date: Signature: Date:
