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HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

November 01, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *SHERWOOD SCOTT

2. Issuer Name **and** Ticker or Trading Symbol

Issuer

HEIDRICK & STRUGGLES

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

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

____ Director ____ 10% Owner __X_ Officer (give title ____ Other (specify below)

5. Relationship of Reporting Person(s) to

233 S. WACKER DRIVE, SUITE 4200

10/31/2005

Chief Talent & HR Officer

6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

Code

(Instr. 8)

_X_Form filed by One Reporting Person ___ Form filed by More than One Reporting

Per

CHICAGO, IL 60606

Security

(Instr. 3)

(City) (State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed

2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities

Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership

(Instr. 4)

(Instr. 4)

(A) Reported Transaction(s) or (Instr. 3 and 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Following

Code V Amount (D) Price

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

(Month/Day/Year)

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SEC 1474

(9-02)

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

1. Title of 2. 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and 8. Price of 9. Nu Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amount of Derivative Derivative

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Security	or Exercise	any	Code	of	(Month/Day	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of	(Month/Day/Year)	(Instr. 8	Derivative Securities Acquired (A) or Disposed			Securities (Instr. 3 and 4)		(Instr. 5)	Bene
	Derivative	· · · · · ·								Owne
	Security									Follo
	-									Repo
										Trans
				of (D)	of (D) (Instr. 3, 4, and 5)					(Instr
				(Instr. 3						
				4, and 3						
			Code V	/ (A) (I	D) Date	Expiration	Title	Amount		
					Exercisable	*		or		
							Number			
								of		
								Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

SHERWOOD SCOTT 233 S. WACKER DRIVE **SUITE 4200** CHICAGO, IL 60606

Chief Talent & HR Officer

Signatures

Stephen W. Beard, Attorney-In-Fact

11/01/2005

**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).

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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