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HEIDRICK & STRUGGLES INTERNATIONAL INC Form 4 March 07, 2006 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KELLY L KEVIN Issuer Symbol **HEIDRICK & STRUGGLES** (Check all applicable) **INTERNATIONAL INC [HSII]** (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) 233 S. WACKER DRIVE, SUITE 03/03/2006 President, EMEA 4200 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CHICAGO, IL 60606 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities 1.Title of 2. Transaction Date 2A. Deemed 3. 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) any Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (I) (Instr. 4) (Instr. 4) Following Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number. 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. Number of | 6. Date Exercisable and | 7. Title and Amount |
|-------------|------------|---------------------|--------------------|-----------|--------------|-------------------------|----------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orDerivative | Expiration Date | Underlying Securitie |

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (<i>J</i> or Disposed (D) (Instr. 3, 4, and 5) | d of | (Month/Day/Year) | | (Instr. 3 and 4) | |
|---|---|------------|-------------------------|--------------------|--|------|---------------------|--------------------|------------------|---------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amour or Numbe of Shar |
| Management Stock Options (Right to Buy) (1) | \$ 32.96 | 03/03/2006 | | A | 10,000 | | <u>(1)</u> | 03/03/2011 | Common Stock | 10,00 |
| Management Restricted Stock Units | \$ O | 03/03/2006 | | A | 5,000 | | (2) | <u>(3)</u> | Common Stock | 5,00 |
| Restricted Stock Units | \$ 0 | 03/03/2006 | | А | 2,837 | | (2) | (3) | Common Stock | 2,83 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|------------|-----------------|-------|--|--|
| I O | Director | 10% Owner | Officer | Other | | |
| KELLY L KEVIN 233 S. WACKER DRIVE SUITE 4200 CHICAGO, IL 60606 | | | President, EMEA | | | |
| Signatures | | | | | | |
| Stephen W. Beard, Attorney-In-Fact | | 03/07/2006 | | | | |
| **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) This award vests ratably over three years (i.e., 1/3 on 3/3/07, 1/3 on 3/3/08 and 1/3 on 3/3/09).
- (2) This award vests ratably over three years (i.e., 1/3 on 3/3/07, 1/3 on 3/3/08 and 1/3 on 3/3/09). Upon vesting, these securities automatically convert into an equal number of shares of Company common stock.
- (3) As Restricted Stock Units automatically convert upon the vesting date, there is no expiration date for this award.
- (4) The number of derivative securities beneficially owned adjusted to correct an error on the Form 3 filed on January 12, 2004 and to correct an error on the Form 4 filed March 14, 2005.
- (5) This award has been granted in lieu of a percentage of the reporting person's cash bonus.

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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.