#### Edgar Filing: HEIDRICK & STRUGGLES INTERNATIONAL INC - Form 4

#### HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

March 07, 2006

## FORM 4

### UNITED 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 STATEMENT OF CHANGES IN 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(b).

1. Name and Address of Reporting Person \*

KELLY L KEVIN

(Last)

(City)

1. Title of

Security

(Instr. 3)

(Zip)

2. Transaction Date 2A. Deemed

(First) (Middle)

233 S. WACKER DRIVE, SUITE 4200

(Street)

(State)

CHICAGO, IL 60606

2. Issuer Name and Ticker or Trading

Symbol

**HEIDRICK & STRUGGLES** INTERNATIONAL INC [HSII]

3. Date of Earliest Transaction

(Month/Day/Year) 03/03/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

(Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year)

(Instr. 3, 4 and 5) (Instr. 8)

(A)

or 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 information contained in this form are not 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 Derivative Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount Underlying Securitie

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

President, EMEA

6. Ownership

Form: Direct

(Instr. 4)

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

(D) or Indirect Beneficial

Issuer

below)

Director

Applicable Line)

5. Amount of

Securities

Following Reported

Transaction(s)

(Instr. 3 and 4)

Owned

Beneficially

X\_ Officer (give title

Estimated average

burden hours per

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired ( or Dispose (D) (Instr. 3, 4 and 5)	ed of	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number 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	\$ 0	03/03/2006		A	5,000		<u>(2)</u>	(3)	Common Stock	5,000
Restricted Stock Units	\$ 0	03/03/2006		A	2,837		(2)	(3)	Common Stock	2,83

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
IZELI XZI IZEXZINI								

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).
- 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.

Reporting Owners 2

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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.