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HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

August 08, 2007

FORM 4

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

OMB

OMB APPROVAL

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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 * KNOWLING ROBERT E JR

2. Issuer Name and Ticker or Trading

Symbol

HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII] 5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 08/07/2007

X_ Director Officer (give title

10% Owner Other (specify

7. Nature of

Indirect

Beneficial

Ownership (Instr. 4)

C/O HEIDRICK & STRUGGLES INTERNATIONAL, 233 S. WACKER, SUITE 4200

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHICAGO, IL 60606

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 5. Amount of Transactionr Disposed of (D) Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: (Month/Day/Year) (Instr. 8) Owned Direct (D) Following or Indirect Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V (D) Price Amount Common 08/07/2007 \mathbf{C} \$ 35.125 15,000 D 15,000 Α Stock Common 08/07/2007 S 15.000 D D Stock

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible 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. Transacti Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Amc Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Management Right to Buy Options	\$ 35.125	08/07/2007		C		15,000	03/06/2002(1)	03/06/2011	Common Stock	1:
Restricted Stock Units	\$ 0						(2)	<u>(3)</u>	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
KNOWLING ROBERT E JR C/O HEIDRICK & STRUGGLES INTERNATIONAL 233 S. WACKER, SUITE 4200						
CHICAGO, IL 60606						

Signatures

CHICAGO,

Stephen W. Beard, 08/08/2007 Attorney-in-Fact

**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 vested ratably over four years.
- (2) All Restricted Stock Units will vest upon the date Mr. Knowling ceases to be a Director of the Company.
- Upon vesting the Restricted Stock Units automatically convert into an equal number of shares of Company common stock, therefore there is no expiration date for this award.
- (4) No Restricted Stock Units were granted or converted at this time.

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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