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HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

November 06, 2007

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

OMB Number:

3235-0287

OMB APPROVAL

January 31, Expires: 2005

10% Owner

0.5

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or

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 * Blake K Steven

2. Issuer Name and Ticker or Trading Symbol

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

5. Relationship of Reporting Person(s) to Issuer

HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]

(Check all applicable)

General Counsel & Secretary

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

4. If Amendment, Date Original

11/03/2007

Director X_ Officer (give title Other (specify below)

233 S. WACKER DRIVE, SEARS TOWER, SUITE 4200

(State)

(Zip)

6. Individual or Joint/Group Filing(Check

(Street)

Filed(Month/Day/Year) Applicable Line)

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

CHICAGO, IL 60606

(City)

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

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership (Instr. 4) Following (Instr. 4) Reported

or Price Code V Amount (D)

(A)

Transaction(s) (Instr. 3 and 4)

Common 11/03/2007 Stock (1)

C 208 40.26

2,811 D

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivat Securit (Instr. 5
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 40.26	11/03/2007	C		208	(2)	(3)	Common Stock	208	\$ 0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Blake K Steven 233 S. WACKER DRIVE SEARS TOWER, SUITE 4200 CHICAGO, IL 60606

General Counsel & Secretary

Signatures

Stephen W. Beard, Attorney-in-Fact

11/06/2007

**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 is the conversion of a Restricted Stock Unit award granted on November 3, 2006.
- (2) Restricted Stock Units vest ratably over three years. Upon vesting, these securities automatically convert into an equal number of shares of the Company's common stock.
- (3) As Restricted Stock Units automatically convert upon vesting, there is no expiration date for this award.

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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