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

#### HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

March 10, 2008

## 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 1(b).

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. Name and Address of Reporting Person \*

Gupta Sanjay

Symbol

**HEIDRICK & STRUGGLES** 

(Last) (First) (Middle)

233 SOUTH WACKER DRIVE, SUITE 4200

(Street)

Filed(Month/Day/Year)

CHICAGO, IL 60606

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer

INTERNATIONAL INC [HSII]

3. Date of Earliest Transaction

(Month/Day/Year) 03/06/2008

4. If Amendment, Date Original

Applicable Line)

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

6. Individual or Joint/Group Filing(Check

(Check all applicable)

Chief Information Officer

below)

Director

X\_ Officer (give title

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

1. Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership Form: Direct (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

10% Owner

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(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 Derivative

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

6. Date Exercisable and

7. Title and Amount of **Underlying Securities** 

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	6)	Securities Acquires (A) or Disposes (D) (Instr. 3 and 5)	d of	(Month/Day/Year) (In		(Instr. 3 and	4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Management Stock Option - Right to Buy	\$ 33.79	03/06/2008		A		8,877		<u>(1)</u>	03/06/2018	Common Stock	8,877
Restricted Stock Units	\$ 0	03/06/2008		A		3,997		(2)	(3)	Common Stock	3,997

# **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Gupta Sanjay 233 SOUTH WACKER DRIVE SUITE 4200 CHICAGO, IL 60606

**Chief Information Officer** 

### **Signatures**

Stephen W. Beard, Attorney-in-Fact 03/10/2008

\*\*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.
- (2) This award vests ratably over three years. Upon vesting the Restricted Stock Units automatically convert into an equal number of shares of Company common stock.
- (3) Since Restricted Stock Units automatically convert to common stock 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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