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

#### HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

March 11, 2009

# FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

10% Owner

0.5

**OMB APPROVAL** 

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

burden hours per response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Andrejko James

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

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

(Check all applicable)

(Last)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction (Month/Day/Year) 03/09/2009

Director X\_ Officer (give title Other (specify below)

Vice President and Controller

**HEIDRICK & STRUGGLES** INTERNATIONAL, INC., 233 SOUTH WACKER DRIVE SUITE 4200

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Transaction(s)

Filed(Month/Day/Year)

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

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

CHICAGO, IL 60606

(City)

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)

(A)

or

(D)

D

D

5. Amount of Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership

Common Stock

03/09/2009

Code Amount

222

(Instr. 3 and 4) Price 2,079

D

(Instr. 4)

Common

Stock

03/09/2009

 $\mathbf{C}$ 618

F

13.67

D

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

1,857

SEC 1474 (9-02)

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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 6. Date Exercisable and			7. Title and Amount of		8. Price	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof	Expiration Date		Underlying Securities		Derivat
Security	or Exercise		any	Code Derivative		(Month/Day/Year)		(Instr. 3 and 4)		Securit
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities					(Instr. 5
	Derivative				Acquired					
	Security				(A) or					
					Disposed					
				of (D)						
					(Instr. 3, 4,					
					and 5)					
									Amount	
						Date	Evaluation		or	
						Exercisable	Expiration Date	Title	Number	
						Exercisable	Date		of	
				Code V	(A) (D)				Shares	
Restricted										
Stock	\$ 0	03/09/2009		С	618	<u>(1)</u>	(2)	Common	618	\$ 0
	ΨΟ	0310712009		C	010	<u> </u>	<u> </u>	Stock	010	φι
Units										

# **Reporting Owners**

Relationships Reporting Owner Name / Address Officer Other Director 10% Owner

Andrejko James HEIDRICK & STRUGGLES INTERNATIONAL, 233 SOUTH WACKER DRIVE SUITE 4200 CHICAGO, IL 60606

Vice President and Controller

## **Signatures**

Stephen W. Beard, 03/11/2009 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).
- Restricted stock units vest ratably over three years. These securities automatically convert into an equal number of shares of the Company's common stock on the vesting date.
- (2) As this award automatically converts into common stock upon the vesting date, there is no expiration date for this derivative security.

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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