Edgar Filing: HEIDRICK & STRUGGLES INTERNATIONAL INC - Form 4

HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

March 10, 2011

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Beard, Stephen W.

2. Issuer Name and Ticker or Trading Symbol

HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]

3. Date of Earliest Transaction

(Month/Day/Year) 03/08/2011

5. Relationship of Reporting Person(s) to Issuer

below)

Director

X_ Officer (give title

(Check all applicable)

10% Owner Other (specify

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

(First) C/O HEIDRICK & STRUGGLES

(Street)

(Middle)

INT'L., INC., 233 S. WACKER, **SUITE 4200**

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

General Counsel & Secretary

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

CHICAGO, IL 60606

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of

4. Securities Acquired

Transaction(A) or Disposed of (D) Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or (Month/Day/Year) (Instr. 8) Owned Indirect (I) Following (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 03/08/2011 \mathbf{C} 1,338 5,327 D Stock Common 03/08/2011 F 421 4,906 D Stock

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.

Edgar Filing: HEIDRICK & STRUGGLES INTERNATIONAL INC - Form 4

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. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	03/08/2011		C		1,338	<u>(1)</u>	(2)	Common Stock	1,338
Restricted Stock Units	\$ 0	03/08/2011		A	5,059		<u>(1)</u>	(2)	Common Stock	5,059
Performance Stock Units	\$ 0	03/08/2011		A	5,059		(3)	(3)	Common Stock	5,059

Reporting Owners

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

Beard, Stephen W. C/O HEIDRICK & STRUGGLES INT'L., INC. 233 S. WACKER, SUITE 4200 CHICAGO, IL 60606

General Counsel & Secretary

Signatures

Stephen W. 03/10/2011 Beard

**Signature of Date Reporting Person

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).
- 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.
- (2) Since restricted stock units automatically convert to common stock upon vesting, there is no expiration date for this award.
- Represents the target number of Performance Stock Units. The actual number of shares to be issued, which could range from 0 to 200 (3) percent of the initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period. The shares, if any, will be issued 36 months from the grant date.

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.

Reporting Owners 2