Edgar Filing: HEIDRICK & STRUGGLES INTERNATIONAL INC - Form 4

HEIDRICK & Form 4 March 11, 20	& STRUGGLES I 15	NTERNATION	IAL INC							
FORM	Δ							-	PPROVAL	
	UNITEDS		SECURITIES AND EXCHANGE (Washington, D.C. 20549				COMMISSION	OMB Number:	3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Expires: Estimated a burden hou response	irs per		
Form 5 obligations may continue. See Instruction 1(b). 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 R	esponses)									
1. Name and Ac Marino Jory	ldress of Reporting P J	Symbol	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]				(Check all applicable)			
(Last) C/O HEIDRI INT'L INC., DRIVE, SUI	(Month LES 03/09/	3. Date of Earliest Transaction (Month/Day/Year) 03/09/2015				Director 10% Owner X Officer (give title Other (specify below) below) below) Exec. VP-Global Markets				
	(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 			
CHICAGO,	IL 60606						Form filed by M Person			
(City)	(State) (Z	Zip) Ta	ble I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	Code r) (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3, Amount	(A) o of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	03/09/2015	03/09/2015	А	5,000	A	<u>(1)</u>	20,058	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 number.

 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. Transactic 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
2014 Interim CEO RSU (2)	<u>(1)</u>	03/09/2015	03/09/2015	М		5,000	(3)	(3)	Common Stock	<u>(2)</u>
2015 Restricted Stock Units	<u>(1)</u>	03/09/2015	03/09/2015	A	3,437		(3)	(3)	Common Stock	<u>(4)</u>
2015 Performance Restricted Stock Units (4)	(1)	03/09/2015	03/09/2015	А	3,437		(5)	(5)	Common Stock	<u>(4)</u>

Edgar Filing: HEIDRICK & STRUGGLES INTERNATIONAL INC - Form 4

Reporting Owners

Reporting Owner Name / Address			Relationships		
	Director	10% Owner	Officer	Other	
Marino Jory J C/O HEIDRICK & STRUGGLES INT'L INC. 233 S. WACKER DRIVE, SUITE 4200 CHICAGO, IL 60606			Exec. VP-Global Markets		
Signatures					
/s/ Stephen W. Beard					

/s/ Stephen W. Beard, Attorney-In-Fact 03/11/2015

**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) The number of RSU's or PSU's awarded to the Reporting Person was determined by dividing the total dollar value of compensation granted to the Reporting Person by the closing price of HSII common stock on the date of grant in March of the resepective year.
- (2) Restricted Stock Unit Award Issued on March 7, 2014 in recognition of the Reporting Persons' service as Interim CEO under the Company's Global Share Plan. Each RSU represents the right to receive one share of the Issuer's Common Stock.
- (3) The RSUs are service-based and will vest in three equal installments (specifically on the first, second and third anniversaries of the date of grant), generally subject to the Reporting Person's continued employment with the Company.

(4)

Edgar Filing: HEIDRICK & STRUGGLES INTERNATIONAL INC - Form 4

Granted under the Company's Global Share Plan. Each RSU or PSU represents a right to receive one share of the Issuer's Common Stock upon vesting.

(5) The PSUs are performance based and will vest in full upon the 3rd anniversary of the date of grant subject to the achievement of certain performance measures and based on a graduated scale.

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.