Edgar Filing: HEIDRICK & STRUGGLES INTERNATIONAL INC - Form 4

HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

March 11, 2015

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 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(b).

1. Name and Address of Reporting Person * Marino Jory J

2. Issuer Name and Ticker or Trading Symbol

HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]

(Last) (First) (Middle)

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

03/09/2015

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

Exec. VP-Global Markets

10% Owner

Other (specify

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

C/O HEIDRICK & STRUGGLES INT'L INC., 233 S. WACKER

DRIVE, SUITE 4200

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X_ Officer (give title

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

CHICAGO, IL 60606

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

Securities Beneficially Owned Following Reported

Transaction(s)

20,058

5. Amount of

Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

6. Ownership 7. Nature of

(A)

(Instr. 3 and 4) Code V Amount Price (D)

Common Stock

03/09/2015

03/09/2015

Α 5,000 (1)

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of onDerivative 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	M		5,000	(3)	(3)	Common Stock	<u>(2)</u>
2015 Restricted Stock Units	(1)	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	A	3,437		<u>(5)</u>	<u>(5)</u>	Common Stock	<u>(4)</u>

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, 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)

Reporting Owners 2

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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.