

HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

March 07, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
KELLY L KEVIN

2. Issuer Name and Ticker or Trading
Symbol
**HEIDRICK & STRUGGLES
INTERNATIONAL INC [HSII]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**233 S. WACKER DRIVE, SUITE
4200**

3. Date of Earliest Transaction
(Month/Day/Year)
03/05/2007

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chief Executive Officer

(Street)
CHICAGO, IL 60606

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				(A) or (D)			
Common Stock ⁽¹⁾	03/05/2007		C	V Amount Price 3,223 A \$ 45.74	7,998	D	
Common Stock	03/05/2007		F ⁽²⁾	853 D \$ 45.74	7,145	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)

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 Derivative 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)	8. Puts, Calls, Warrants, etc. (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	03/05/2007		C		1,666		(3)	(4)	Restricted Stock Unit	1,666
Restricted Stock Unit	\$ 0	03/05/2007		C		945		(3)	(4)	Restricted Stock Unit	945
Restricted Stock Unit	\$ 0	03/05/2007		C		612		(3)	(4)	Restricted Stock Unit	612

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KELLY L KEVIN 233 S. WACKER DRIVE SUITE 4200 CHICAGO, IL 60606	X Chief Executive Officer

Signatures

Stephen W. Beard,
Attorney-in-Fact 03/07/2007

__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 is a conversion of a Restricted Stock Unit award granted on 3/3/06.

(2) Number of shares withheld for tax purposes.

(3) This award vests ratably over three years (i.e., 1/3 on 3/3/07, 1/3 on 3/3/08 and 1/3 on 3/3/09). Upon vesting, these securities automatically convert into an equal number of shares of Company common stock.

(4) As Restricted Stock Units automatically convert upon the vesting date, there is no expiration date for this award.

(5) This number adjusted to reflect the addition of 1,836 Restricted Stock Units that were awarded on 3/3/06 and were not reported earlier.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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