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

#### HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

March 14, 2005

# 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 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 \*

KAMERICK EILEEN A

(Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

(Last) (Middle)

233 SOUTH WACKER DRIVE, SUITE 4200

(Street)

(First)

(State)

CHICAGO, IL 60606

(City)

1. Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

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

3. Date of Earliest Transaction

(Month/Day/Year) 03/10/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or Code V Amount (D) Price

Beneficially Owned Following Reported

5. Amount of

Securities

Issuer

below)

Director

Applicable Line)

X\_ Officer (give title

Transaction(s) (Instr. 3 and 4)

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

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Financial Officer

6. Ownership

Form: Direct

(Instr. 4)

6. Individual or Joint/Group Filing(Check

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

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

Estimated average

burden hours per

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

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount Underlying Securitie

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D	) Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Management Options (Right to Buy) (1)	\$ 36.17	03/10/2005		A	13,000	<u>(1)</u>	03/10/2010	Common Stock	13,00
Management Restricted Stock Units	\$ 36.17	03/10/2005		A	6,500	(2)	<u>(2)</u>	Common Stock	6,50
Retention Restricted Stock Units	\$ 36.17	03/10/2005	03/10/2008	A	30,000	(3)	(3)	Common Stock	30,00

# **Reporting Owners**

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

KAMERICK EILEEN A 233 SOUTH WACKER DRIVE SUITE 4200 CHICAGO, IL 60606

Chief Financial Officer

### **Signatures**

Stephen W. Beard,

Attorney-In-Fact 03/14/2005

\*\*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 award vests ratably over three years (i.e., 1/3 on 3/10/06, 1/3 on 3/10/07 and 1/3 on 3/10/08).
- (2) This award vests ratably over three years (i.e., 1/3 on 3/10/06, 1/3 on 3/10/07 and 1/3 on 3/10/08). Upon vesting, these securities automatically convert into an equal number of shares of Company common stock.
- (3) This award vests on 3/10/08. Upon vesting, these securities automatically convert into an equal number of shares of Company common stock

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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