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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 *

SCHERB JEFF

(Last)

(City)

(First) (Middle)

233 S. WACKER DRIVE, SUITE 4200

(Street)

CHICAGO, IL 60606

2. Issuer Name and Ticker or Trading

Symbol

HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]

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

03/11/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

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

5. Amount of

Securities

Owned

Beneficially

Issuer

below)

Director

Applicable Line)

X_ Officer (give title

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(State)

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D)

(Instr. 3, 4 and 5)

Following Reported (A) Transaction(s) or

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

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.

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

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amo Underlying Secu

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Tech. & Operations Offcr

6. Ownership

Form: Direct

(I) (Instr. 4)

6. Individual or Joint/Group Filing(Check

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

Estimated average

burden hours per

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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	r)	(Instr. 3 and	4)
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Ar or Nu of
Management Options (Right to Buy) (1)	\$ 36.17	03/10/2005		A	10,000	<u>(1)</u>	03/10/2010	Common Stock	10
Management Restricted Stock Units	\$ 36.17	03/10/2005		A	5,000	<u>(2)</u>	<u>(2)</u>	Common Stock	5
Retention Restricted Stock Units	\$ 36.17	03/10/2005	03/10/2008	A	20,000	03/10/2008(3)	<u>(3)</u>	Common Stock	20

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Hame / Hauress	

Director 10% Owner Officer Other

SCHERB JEFF 233 S. WACKER DRIVE SUITE 4200 CHICAGO, IL 60606

Chief Tech. & Operations Offcr

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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