

HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4/A

March 20, 2007

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 SECURITIESFiled 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 *
Peters David2. 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 SOUTH WACKER
DRIVE, SUITE 4200

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/20074. If Amendment, Date Original
Filed(Month/Day/Year)
03/06/2007☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Regional Manager - EMEA6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person**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)
Common Stock ⁽¹⁾	03/06/2007		C	250	A \$ 46.28	1,438	D
Common Stock	03/06/2007		F ⁽²⁾	103	D \$ 46.28	1,335	D

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

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(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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	03/06/2007		C			250	(3)	(4)	Common Stock	250
Restricted Stock Unit	\$ 0	03/09/2007		A		6,500		(3)	(4)	Common Stock	6,500
Restricted Stock Unit	\$ 0	03/09/2007		A		808		(3)	(4)	Common Stock	808

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Peters David 233 SOUTH WACKER DRIVE SUITE 4200 CHICAGO, IL 60606	Regional Manager - EMEA

Signatures

Stephen W. Beard,
Attorney-in-Fact 03/20/2007

__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 3/9/04.
- (2) Number of shares withheld for tax purposes.
- (3) This award vests ratably over three years. Upon vesting, the shares automatically convert into an equal number of shares of Company Common stock.
- (4) As Restricted Stock Units automatically convert upon vesting, there is no expiration date for this award.

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.