#### KELLY L KEVIN

Form 4 March 07, 2011

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(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]

(Check all applicable)

Chief Executive Officer

5. Relationship of Reporting Person(s) to

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 03/03/2011

\_X\_\_ Director 10% Owner X\_ Officer (give title

Other (specify

233 S. WACKER DRIVE, SUITE

(Street)

(State)

4200

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Issuer

below)

CHICAGO, IL 60606

(City)

(Instr. 3)

1.Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

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.

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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 TransactiorDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of **Underlying Securities** 

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Instr. 3 and 4)			
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 32.96	03/03/2011		Е		10,000	03/03/2009	03/03/2011	Common Stock	10,000
Employee Stock Options (Right to Buy)	\$ 35.13	03/06/2011		Е		1,525 (2)	03/06/2006	03/06/2011	Common Stock	1,525

# **Reporting Owners**

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

### **Signatures**

Stephen W. Beard, Attorney-in-Fact

\*\*Signature of Reporting Person Date 
Description 
Descr

### **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 non-qualified stock option was awarded on March 3, 2006 with an expiration date of March 3, 2011.
- (2) This non-qualified stock option was awarded on March 6, 2001 with an expiration date of March 6, 2011.

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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