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HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4/A March 12, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31,

OMB APPROVAL

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

obligations

may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Beard, Stephen W. Issuer Symbol **HEIDRICK & STRUGGLES** (Check all applicable) INTERNATIONAL INC [HSII] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) **HEIDRICK & STRUGGLES** 03/09/2015 EVP, CAO, GC & Secretary INTERNATIONAL, INC., 233 S. WACKER DRIVE, SUITE 4200 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person 03/11/2015 Form filed by More than One Reporting CHICAGO, IL 60606 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Transaction(A) or Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 03/09/2015 03/09/2015 43,132 D A 15,547 Α (2)Stock (1) Common 03/09/2015 03/09/2015 F 4.838 D 38,294 D Stock (1)

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 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. Transactic Code (Instr. 8)	5. Number of or 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
RSU issued in 2012 (3)	<u>(2)</u>	03/09/2015	03/09/2015	M		2,425	<u>(4)</u>	<u>(4)</u>	Common Stock	(3)
RSU issued in 2013 (3)	(2)	03/09/2015	03/09/2015	M		4,200	<u>(4)</u>	<u>(4)</u>	Common Stock	(3)
RSU issued in 2014 (3)	(2)	03/09/2015	03/09/2015	M		2,968	<u>(4)</u>	<u>(4)</u>	Common Stock	(3)
RSU issued in 2015 (3)	<u>(2)</u>	03/09/2015		A	7,931		<u>(4)</u>	<u>(4)</u>	Common Stock	(3)
PSU issued in 2012 (5)	(2)	03/09/2015		M		5,954	<u>(4)</u>	<u>(4)</u>	Common Stock	(3)
PSU issued in 2015 (3)	<u>(2)</u>	03/09/2015		A	7,931		<u>(4)</u>	<u>(4)</u>	Common Stock	<u>(3)</u>

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Beard, Stephen W. HEIDRICK & STRUGGLES INTERNATIONAL, INC. 233 S. WACKER DRIVE, SUITE 4200 CHICAGO, IL 60606

EVP, CAO, GC & Secretary

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Signatures

/s/ Stephen W.
BeardAttorney-In-Fact
03/11/2015

**Signature of Reporting Person Date

Reporting Owners 2

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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) Reflects shares acquired from 2012-2014 RSU and PSU vesting reported on Table II.
- (2) The number of RSUs or PSUs awarded to the Reporting Person was determined by dividing the total dollar value of compensation granted to the Reporting Person by the closing price of HSII common stock on the grant date in March of the respective year.
- (3) Granted under the Company's Global Share Plan. Each Restricted Stock Unit (RSU) and Performance Stock Unit (PSU) represents a right to receive one share of the Issuer's Common Stock upon vesting.
- (4) RSUs are service-based and will vest in three equal installments, on the first, second and third anniversaries of the date of grant. PSUs are target-based equity grants that generally vest three years from the grant date if certain performance goals are achieved.
- (5) Represents the vesting of PSUs granted on March 8, 2012 in the amount 7,274 which were subject to the achievement of certain performance measures and issued based on a graduated scale ranging from 0 to 200 percent of the initial target amount.

Remarks:

This amendment is being filed to correct footnote designation only.

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.