Rajagopalan Krishnan Form 4 March 13, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287 Number:

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Stock (1)

03/09/2018

(Print or Type Responses)

1. Name and A Rajagopalar	Symbol HEIDI	2. Issuer Name and Ticker or Trading Symbol HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 233 S.WAC 4900	(First) (N	(Month)	3. Date of Earliest Transaction (Month/Day/Year) 03/09/2018			Director 10% OwnerX Officer (give title Other (specify below) President and CEO			
	(Street)		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			
CHICAGO,	IL 60606						Form filed by More than One Reporting Person		
(City)	(State)	(Zip) Tal	ble I - Non-I	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)		
Common Stock (1)	03/09/2018	03/09/2018	A	1,146	A	\$ 30.45	24,158	D	
Common Stock (1)	03/09/2018	03/09/2018	A	9,130	A	\$ 30.45	33,288	D	
Common Stock (1)	03/09/2018	03/09/2018	A	2,229	A	\$ 30.45	35,517	D	

3,014 A

38,531

D

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

A

03/09/2018

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SEC 1474 (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. 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
2015 Restricted Stock Units	<u>(2)</u>	03/09/2018	03/09/2018	M		1,146	(3)	(3)	Common Stock	<u>(4)</u>
2016 Restricted Stock Units	<u>(2)</u>	03/09/2018	03/09/2018	M		9,130	<u>(3)</u>	(3)	Common Stock	<u>(4)</u>
2017 Restricted Stock Units	(2)	03/09/2018	03/09/2018	M		2,229	<u>(3)</u>	(3)	Common Stock	<u>(4)</u>
2015 Performance Stock Units	<u>(2)</u>	03/09/2018	03/09/2018	M		3,014	<u>(3)</u>	(3)	Common Stock	<u>(4)</u>
2018 Restricted Stock Units	(2)	03/09/2018	03/09/2018	A	20,936		(3)	(3)	Common Stock	<u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Rajagopalan Krishnan								

Rajagopalan Krishnan 233 S.WACKER DRIVE SUITE 4900 CHICAGO, IL 60606

President and CEO

Signatures

/s/ Kamau A. Coar, Attorney-In-Fact 03/13/2018

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**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) Reflects shares acquired from 2015-2017 RSU/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 of March 9, 2018.
- (3) 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.
- (4) Granted under the Company's Global Share Plan. Each RSU or PSU represents a right to receive one share of the Issuer's Common Stock upon vesting.

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