

KELLY L KEVIN  
 Form 4  
 March 08, 2012

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**KELLY L KEVIN**

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) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/06/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Executive Officer

**HEIDRICK & STRUGGLES INTERNATIONAL, INC., 233 S. WACKER DRIVE, SUITE 4200**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**CHICAGO, IL 60606**

(City) (State) (Zip)

**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)	(A) or (D)	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price		
Common Stock	03/06/2012		M		8,750	\$ 0	91,350	D
Common Stock	03/06/2012		F		2,752	\$ 20.17	88,598	D
Common Stock	03/06/2012		M		26,250	\$ 0	114,848	D
Common Stock	03/06/2012		F		9,674	\$ 20.17	105,174	D

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(1)	03/06/2012		M	8,750	(2) (3)	Common Stock 8,750
Performance Stock Units	(4)	03/06/2012		M	26,250	(5) (6)	Common Stock 26,250
Restricted Stock Units	(1)					(7) (3)	Common Stock 12,250
Restricted Stock Units	(1)					(8) (3)	Common Stock 19,375
Restricted Stock Units	(1)					(9) (3)	Common Stock 25,625
Performance Stock Units	(4)					(10) (10)	Common Stock 18,500
Performance Stock Units	(4)					(11) (11)	Common Stock 19,375
Employee Stock Options	\$ 48.45					03/30/2010 03/30/2012	Common Stock 31,250
Employee Stock Options	\$ 33.79					03/06/2011 03/06/2018	Common Stock 55,938

## Reporting Owners

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

KELLY L KEVIN  
HEIDRICK & STRUGGLES INTERNATIONAL, INC.  
233 S. WACKER DRIVE, SUITE 4200  
CHICAGO, IL 60606

X

Chief Executive Officer

## Signatures

Stephen W. Beard,  
Attorney-in-Fact

03/08/2012

\_\_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) Each restricted stock unit represents a contingent right to receive one share of Heidrick & Struggles International, Inc. (the "Company") common stock.
- (2) This award vests in three equal installments on March 6, 2010, March 6, 2011 and March 6, 2012.
- (3) Since restricted stock units automatically convert to common stock upon vesting, there is no expiration date for this award.
- (4) Each performance stock unit represents a contingent right to receive one share of Heidrick & Struggles International, Inc. (the "Company") common stock.
- (5) Performance Stock Units vested on March 6, 2012 in accordance with the Performance Stock Unit Participation Agreement.
- (6) Since performance stock units automatically convert to common stock upon vesting, there is no expiration date for this award.
- (7) This award vests in three equal installments on March 8, 2011, March 8, 2012 and March 8, 2013.
- (8) This award vests in three equal installments on March 8, 2012, March 8, 2013 and March 8, 2014.
- (9) This award vests in three equal installments on May 18, 2012, May 18, 2013 and May 18, 2014, subject to accelerated cliff vesting on May 18, 2012, depending on the achievement of certain performance goals.  
Represents the target number of performance stock units. The actual number of shares to be issued, which could range from 0 to 200 percent of the initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period. The shares, if any, will be issued 36 months from the grant date (March 29, 2010).
- (10) Represents the target number of performance stock units. The actual number of shares to be issued, which could range from 0 to 200 percent of the initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period. The shares, if any, will be issued 36 months from the grant date (March 8, 2011).
- (11) Represents the target number of performance stock units. The actual number of shares to be issued, which could range from 0 to 200 percent of the initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period. The shares, if any, will be issued 36 months from the grant date (March 8, 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.