Edgar Filing: HEIDRICK & STRUGGLES INTERNATIONAL INC - Form 4

May 28, 2013 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box from longer subject to Scatter MARK STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16, and the Public Utility Holding Company Act of 1935, or Section and continue. Section 17(a) of the Public Utility Holding Company Act of 1935, or Section to). (Print or Type Responses) 1. Name and Address of Reporting Person 2 (Section 17(a) of the Public Utility Holding Company Act of 1935, or Section to). (Print or Type Responses) 1. Name and Address of Reporting Person 2 (Section 16(a) of the Securities Exchange Act of 1934, objection 30(h) of the Investment Company Act of 1940 (Common 4000 (Itil)) (Print or Type Responses) 1. Name and Address of Reporting Person 2 (Section 17(a) of the Public Utility Holding Company Act of 1940 (Itil) (Last) (First) (Middle) 1. Sumed (Mark) (Print or Type Responses) 1. Name and Address of Reporting Person 2 (Street) (Itil) (Last) (First) (Middle) 3. Date of Earliest Transaction FOSTER MARK (STRUGGLES INTERNATIONAL INC (HSII) (Last) (Street) (Street) (Street) (Street) (Street) (Street) (Street) (Month/Day/Year) (Month/Day/Year) (Street) (Month/Day/Year) (Month/Day/Year) (Street) (Month/Day/Year) (Month/Day/Year) (Street) (Street) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Street) (Street) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Street) (Instr. 3) (Month/Day/Year) (Street) (Street) (Street) (Street) (Street) (Month/Day/Year) (Street) (Str	Form 4	z STRUGGLES I	INTERN	ATIONA	L INC							
Check this box if no longer subject to section 16, Form 4 or Form 5 Form 4 or Form 5 Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section ago (h) of the Investment Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person 1 (Last) (First) (Middle) 2. Issuer Name and Ticker or Trading FOSTER MARK (Last) (First) (Middle) 2. Issuer Name and Ticker or Trading (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) (Last) (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned I. Title of Security (Month/Day/Year) (Check all control applicable) (Last) (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned I. Title of Security (Month/Day/Year) (Code Disposed of (J) or Security (Month/Day/Year) (Code V Amount (D) Price (Code V Amount (D) Price (Control 05/23/2013 A 5/0 9 563 D	•									OMB A	PPROVAL	
if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIPOF Section 16. Expires: 2005 Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may contine. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person ¹ 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer Section 17(a) of the Public Utility Holding Company Act of 1940 Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) S. Relationship of Reporting Person(s) to Issuer Officer (give tile10% Owner 00 Officer (give tile10% Owner 00 Officer (give tile00 Officer (give tile00 Officer (give tile10% Owner 00 Officer (give tile00 Officer (give tile		Washington, D.C. 20549								02		
Form 5 obligations may continue. See instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1935 or Section 1(b). (Print or Type Responses) 30(h) of the Investment Company Act of 1940 1. Name and Address of Reporting Person 1 (b). 2. Issuer Name and Ticker or Trading Symbol HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII] 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) -X	if no longe subject to Section 16	STATEM	ENT OF						Expires: 2005 Estimated average burden hours per			
1. Name and Address of Reporting Person : FOSTER MARK 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) C/O HEIDRICK & STRUGGLES INTL., INC., 233 S. WACKER DRIVE, SUITE 4200 0.5/23/2013 -XDirector (Month/Day/Year) -10% Owner (Month/Day/Year) CHICAGO, IL 60606 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) -X_ Form filed by More than One Reporting Person Person (City) (State) (Zip) Table I - Non-Derivative Securities 5. Amount of Securities any (Month/Day/Year) 5. Amount of Securities Form: Direct Indirect 6. Ownership Person 6. Ownership Person 7. Nature of Securities Form: Direct Indirect Code 0. Month/Day/Year) 3. 4. Securities Form filed by More than One Reporting Person 5. Amount of Securities Form: Direct Indirect 6. Ownership Portified by Ore than One Reporting Person (Instr. 3) 2. Transaction Date (Month/Day/Year) 2.A. Deemed Execution Date, if any (Month/Day/Year) 3. 4. Securities Code Disposed of (D) Owned (Instr. 4) (Instr. 4) 5. Amount of Securities Form: Direct Beneficially Owned Transaction(s) (Instr. 4) 6. Ownership Following (Instr. 4) 6. Ownership Following (Instr. 4)	obligations may contir See Instruc	Section 17(a	Section 17(a) of the Public Utility Holding Company Act of 1935 or Section								0.0	
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City (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of Security 2. Transaction Date (Month/Day/Year) 2A. Deemed 3. 4. Securities 5. Amount of Code 6. Ownership 7. Nature of Form: Direct (Instr. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed 3. 4. Securities 5. Amount of Code 6. Ownership 7. Nature of Form: Direct (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned 6. Ownership 7. Nature of Form: Direct (Instr. 4) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership (A) or Code V Amount (D) Price (Instr. 4) (Instr. 4) (A) or Code V Amount (D) Price Price Common 05/23/2013 A 5,023 A \$0 9 563 D					-				Applicable Line)			
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		05/23/2013				5,023		\$0	9,563	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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)	4. Transactio Code (Instr. 8)	5. oriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships							
	Direc	ctor	10% Owner	Officer	Other			
FOSTER MARK C/O HEIDRICK & STRUGGLES INT'L 233 S. WACKER DRIVE, SUITE 4200 CHICAGO, IL 60606	, INC. X	ζ						
Signatures								
Stephen W. Beard, Attorney-in-Fact	05/28/2013							
** 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) Common stock awarded on May 23, 2013, the date of the annual meeting of stockholders. The award is equal to the annual equity retainer of \$75,000, rounded to the nearest whole number of shares (\$75,000 divided by the closing stock price on May 23, 2013 of \$14.93).

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.