### Edgar Filing: HEIDRICK & STRUGGLES INTERNATIONAL INC - Form 4/A

#### HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4/A May 14, 2007

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

Check this box if no longer

subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction 1(b).

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 \*

Blake K Steven

(Last)

(First) (Middle)

233 S. WACKER DRIVE, SEARS TOWER, SUITE 4200

(Street)

CHICAGO, IL 60606

2. Issuer Name and Ticker or Trading

Symbol

**HEIDRICK & STRUGGLES** INTERNATIONAL INC [HSII]

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

03/09/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

03/09/2007

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

below)

General Counsel & Sec'y

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. Code (Instr. 8)

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

4. Securities 5. Amount of

(A)

or

Securities Beneficially Owned Following Reported

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

Transaction(s) (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.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

6. Date Exercisable and

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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day,	Year)	(Instr. 3 and	4)
				Code V	(A) (D	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	03/09/2007		A	3,500	<u>(1)</u>	(2)	Common Stock	3,500
Restricted Stock Units	\$ 0	03/09/2007		A	1,005	<u>(1)</u>	(2)	Common Stock	1,005
Management Right to Buy Options	\$ 46.86	03/09/2007		A	7,000	(3)	03/09/2012	Common Stock	7,000

# **Reporting Owners**

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

Blake K Steven 233 S. WACKER DRIVE SEARS TOWER, SUITE 4200 CHICAGO, IL 60606

General Counsel & Sec'y

# **Signatures**

Stephen W. Beard, Attorney-in-Fact 05/14/2007

\*\*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) This award vests ratably over three years. Upon vesting, the shares automatically convert into an equal number of shares of Company common stock.
- (2) As Restricted Stock Units automatically convert upon vesting, there is no expiration date for this award.
- (3) This award vests ratably over three years.

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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