Edgar Filing: HEIDRICK & STRUGGLES INTERNATIONAL INC - Form 4

| HEIDRICK & STRUGGLES INTE Form 4 March 12, 2012 | RNATIONAL INC | | | |
|--|--|---|--|-------------------|
| FORM 4 UNITED STAT | | | OMB AP | PROVAL |
| UNITED STAT | ES SECURITIES AND EXCHANGE Washington, D.C. 20549 | COMMISSION | OMB Number: | 3235-0287 |
| Subject to Section 16. Form 4 or | OF CHANGES IN BENEFICIAL OV SECURITIES | | Expires: Estimated av burden hours response | • |
| obligations may continue Section 17(a) of the | o Section 16(a) of the Securities Exchance Public Utility Holding Company Act h) of the Investment Company Act of 19 | of 1935 or Section | | |
| (Print or Type Responses) | | | | |
| 1. Name and Address of Reporting Person PEHLKE RICHARD W | 2. Issuer Name and Ticker or Trading Symbol HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII] | 5. Relationship of F Issuer (Check | Reporting Perso all applicable) | |
| (Last) (First) (Middle) C/O HEIDRICK & STRUGGLES INT'L, INC., 233 S. WACKER DRIVE, SUITE 4200 | 3. Date of Earliest Transaction(Month/Day/Year)03/08/2012 | Director X Officer (give t below) Chief Fi | | Owner (specify |
| (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 Mc Person | ore than One Rep | orting |
| (City) (State) (Zip) | Table I - Non-Derivative Securities A | cquired, Disposed of, | or Beneficially | y Owned |
| (Instr. 3) any | on Date, if TransactionAcquired (A) or Code Disposed of (D) /Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or | SecuritiesFoBeneficially(DOwned(I) |) or Indirect E | ndirect |
| Reminder: Report on a separate line for eac | Code V Amount (D) Price | r 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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transactio Code (Instr. 8) | 5. Number prof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exer Expiration D (Month/Day/ | ate | 7. Title and A Underlying S (Instr. 3 and s | Securities I |
|---|---|---|---|--|---|---|--------------------|---|-------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | <u>(1)</u> | 03/08/2012(2) | | А | 9,083 | (3) | (4) | Common Stock | 9,083 |
| Performance Stock Units | <u>(5)</u> | 03/08/2012(6) | | А | 9,083 | (7) | (7) | Common Stock | 9,083 |
| Restricted Stock Units | <u>(1)</u> | | | | | (8) | (4) | Common Stock | 12,070 |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|-------------------------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| PEHLKE RICHARD W C/O HEIDRICK & STRUGGLES INT'L 233 S. WACKER DRIVE, SUITE 4200 CHICAGO, IL 60606 | , INC. | | Chief Financial Officer | | | |
| Signatures | | | | | | |
| Stephen W. Beard, Attorney-in-Fact | 03/12/2012 | | | | | |
| **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) The award of restricted stock units was approved by the Human Resources and Compensation Committee on February 8, 2012, and granted on March 8, 2012, the next date of the six pre-established dates for granting equity awards.
- (3) This award vests in three equal installments on March 8, 2013, March 8, 2014 and March 8, 2015.
- (4) Since restricted stock units automatically convert to common stock upon vesting, there is no expiration date for this award.
- (5) Each performance stock unit represents a contingent right to receive one share of Company common stock.
- (6) The award of performance stock units was approved by the Human Resources and Compensation Committee on February 8, 2012, and granted on March 8, 2012, the next date of the six pre-established dates for granting equity awards.

(7)

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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, 2012).

(8) This award vests in three equal installments on September 28, 2012, September 28, 2013 and September 28, 2014.

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.