Edgar Filing: HEIDRICK & STRUGGLES INTERNATIONAL INC - Form 4

HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4 May 29, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **UNRUH V PAUL**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]

(Check all applicable)

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

05/24/2012

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

C/O HEIDRICK & STRUGGLES INTERNATIONAL, 233 S. WACKER DRIVE SUITE 4200

(Street)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

CHICAGO, IL 60606

X Form filed by One Reporting Person Form filed by More than One Reporting

1.Title of 2. Transaction Date 2A. Deemed

(State)

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

Reported (A) Transaction(s)

Code V Amount

(Instr. 8)

Price (D)

(Instr. 3, 4 and 5)

(Instr. 3 and 4)

Common Stock

(City)

Security

(Instr. 3)

05/24/2012

4,540 (1)

\$0 22,337 D

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

(Month/Day/Year)

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)

Edgar Filing: HEIDRICK & STRUGGLES INTERNATIONAL INC - Form 4

De

(In

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. conNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Employee Restricted Stock Units	<u>(2)</u>				<u>(3)</u>	<u>(4)</u>	Common Stock	770

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

UNRUH V PAUL C/O HEIDRICK & STRUGGLES INTERNATIONAL 233 S. WACKER DRIVE SUITE 4200 CHICAGO, IL 60606

X

Signatures

Stephen W. Beard, Attorney-in-Fact

05/29/2012

**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) Common stock awarded on May 24, 2012, 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 24, 2012 of \$16.52).
- (2) Each restricted stock unit represents a contingent right to receive one share of Heidrick & Struggles International, Inc. (the "Company") common stock.
- (3) Pursuant to the terms of the award agreement, the award will fully vest upon the completion of the director's term.
- (4) Since restricted stock units automatically convert to common stock upon vesting, there is no expiration date for this award.

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.

Reporting Owners 2