

HEIDRICK & STRUGGLES INTERNATIONAL INC
 Form 4
 March 12, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Hallgren Matthew

(Last) (First) (Middle)

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

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]

3. Date of Earliest Transaction (Month/Day/Year)
 03/08/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/08/2013 | | M | 873 | \$ 0 | A | D |
| Common Stock | 03/08/2013 | | F | 329 | \$ 13.89 | D | D |
| Common Stock | 03/08/2013 | | M | 920 | \$ 0 | A | D |
| Common Stock | 03/08/2013 | | F | 347 | \$ 13.89 | D | D |
| | 03/08/2013 | | M | 646 | \$ 0 | A | D |

Common
Stock

Common Stock 03/08/2013 F 244 D \$ 13.89 5,067.506 D

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

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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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | <u>(1)</u> | 03/08/2013 | | M | 873 | <u>(2)</u> <u>(3)</u> | Common Stock | 873 |
| Restricted Stock Units | <u>(1)</u> | 03/08/2013 | | M | 920 | <u>(4)</u> <u>(3)</u> | Common Stock | 920 |
| Restricted Stock Units | <u>(1)</u> | 03/08/2013 | | M | 646 | <u>(5)</u> <u>(3)</u> | Common Stock | 646 |
| Restricted Stock Units | <u>(1)</u> | 03/08/2013 ⁽⁶⁾ | | A | 3,600 | <u>(7)</u> <u>(3)</u> | Common Stock | 3,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hallgren Matthew HEIDRICK & STRUGGLES INTERNATIONAL, INC. 233 S. WACKER DRIVE, SUITE 4200 CHICAGO, IL 60606 | | | Chief Accounting Officer | |

Signatures

Stephen W. Beard,
Attorney-in-Fact

03/12/2013

__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) Each restricted stock unit represents a contingent right to receive one share of Heidrick & Struggles International, Inc. (the "Company") common stock.
- (2) This award has fully vested.
- (3) Since restricted stock units automatically convert to common stock upon vesting, there is no expiration date for this award.
- (4) The remaining portion of this award vests on March 8, 2014.
- (5) The remaining portion of this award vests in two equal installments on March 8, 2014 and March 8, 2015.
- (6) The award of restricted stock units was approved by the Human Resources and Compensation Committee on February 7, 2013, and granted on March 8 2013, the next date of the six pre-established dates for granting equity awards.
- (7) This award vests in three equal installments on March 8, 2014, March 8, 2015 and March 8, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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