

KELLY L KEVIN
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 *
KELLY L KEVIN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

(Street)

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

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

CHICAGO, IL 60606

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/08/2013		M		6,109	A	\$ 0
Common Stock	03/08/2013		F		1,958	D	\$ 13.89
Common Stock	03/08/2013		M		6,439	A	\$ 0
Common Stock	03/08/2013		F		2,084	D	\$ 13.89
	03/08/2013		M		8,487	A	\$ 0

Common
Stock

Common Stock 03/08/2013 F 2,746 D \$ 13.89 130,853 D

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Restricted Stock Units	(1)	03/08/2013		M		6,109	(2)	(3)	Common Stock
Restricted Stock Units	(1)	03/08/2013		M		6,439	(4)	(3)	Common Stock
Restricted Stock Units	(1)	03/08/2013		M		8,487	(5)	(3)	Common Stock
Restricted Stock Units	(1)	03/08/2013 ⁽⁶⁾		A	37,797		(7)	(3)	Common Stock
Performance Stock Units	(8)	03/08/2013 ⁽⁹⁾		A	37,797		(10)	(10)	Common Stock
Restricted Stock Units	(1)						(11)	(3)	Common Stock
Performance Stock Units	(8)						(12)	(12)	Common Stock
Performance Stock Units	(8)						(13)	(13)	Common Stock
Performance Stock Units	(8)						(14)	(14)	Common Stock
Employee Stock Options	\$ 33.79						03/06/2011	03/06/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY L KEVIN HEIDRICK & STRUGGLES INTERNATIONAL, INC. 233 S. WACKER DRIVE, SUITE 4200 CHICAGO, IL 60606	X		Chief Executive 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.
 - (8) Each performance stock unit represents a contingent right to receive one share of Company common stock.
 - (9) The award of performance 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.
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, 2013).
 - (10) The remaining portion of this award vests in two equal installments on May 18, 2013 and May 18, 2014.
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 29, 2010).
 - (11) 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, 2011).
 - (12) 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).
 - (13) 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).
 - (14) 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).

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.