

HEIDRICK &amp; STRUGGLES INTERNATIONAL INC

Form 4

March 08, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0287Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5Check 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 \*  
Beard, Stephen W.

(Last) (First) (Middle)

C/O HEIDRICK & STRUGGLES  
INT'L., INC., 233 S. WACKER,  
SUITE 4200

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
SymbolHEIDRICK & STRUGGLES  
INTERNATIONAL INC [HSII]3. Date of Earliest Transaction  
(Month/Day/Year)

03/06/2012

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)

General Counsel &amp; Secretary

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)
Common Stock	03/06/2012		M	1,667 A	\$ 0 7,383	D	
Common Stock	03/06/2012		F	525 D	\$ 20.17 6,858	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or 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.**SEC 1474  
(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 Amount of Underlying Securities (Instr. 3 and 4)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	03/06/2012		M		1,667		(2)	(3)	Common Stock	1,667
Restricted Stock Units	(1)							(4)	(3)	Common Stock	2,676
Restricted Stock Units	(1)							(5)	(3)	Common Stock	2,366
Restricted Stock Units	(1)							(6)	(3)	Common Stock	5,059
Performance Stock Units	(7)							(8)	(8)	Common Stock	5,059

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Beard, Stephen W. C/O HEIDRICK & STRUGGLES INT'L., INC. 233 S. WACKER, SUITE 4200 CHICAGO, IL 60606			General Counsel & Secretary	

## Signatures

Stephen W.  
Beard

03/08/2012

\*\*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.

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

- (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) This award vests in three equal installments on March 8, 2011, March 8, 2012 and March 8, 2013.
- (5) This award vests in three equal installments on December 20, 2011, December 20, 2012 and December 20, 2013.
- (6) This award vests in three equal installments on March 8, 2012, March 8, 2013 and March 8, 2014.
- (7) Each performance stock unit represents a contingent right to receive one share of Heidrick & Struggles International, Inc. (the "Company") common stock.

Represents the target number of performance stock units. The actual number of shares to be issued, which could range from 0 to 200

- (8) 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).

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.