

HEIDRICK & STRUGGLES INTERNATIONAL INC
 Form 4
 March 07, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Blake K Steven

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)
 233 S. WACKER DRIVE, SEARS TOWER, SUITE 4200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/03/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Legal Officer & Sec'y

CHICAGO, IL 60606

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

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|--|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|--------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Management Options (Right to Buy) ⁽¹⁾ | \$ 32.96 | 03/03/2006 | A | | 7,000 | | ⁽¹⁾ | 03/03/2011 | Common Stock | 7,000 |
| Restricted Stock Units ⁽²⁾ | \$ 0 | 03/03/2006 | A | | 3,500 | | ⁽²⁾ | ⁽³⁾ | Common Stock | 3,500 |
| Retention Stock Units ⁽⁵⁾ | \$ 0 | 03/03/2006 | A | | 10,000 | | ⁽⁵⁾ | ⁽³⁾ | Common Stock | 10,000 |
| Restricted Stock Units ⁽⁶⁾ | \$ 0 | 03/03/2006 | A | | 855 | | ⁽²⁾ | ⁽³⁾ | Common Stock | 855 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Blake K Steven 233 S. WACKER DRIVE SEARS TOWER, SUITE 4200 CHICAGO, IL 60606 | | | Chief Legal Officer & Sec'y | |

Signatures

Stephen W. Beard,
Attorney-In-Fact

03/07/2006

**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) This award vests ratably over three years (i.e., 1/3 on 03/03/07, 1/3 on 03/03/08 and 1/3 on 03/03/09).
- (2) This award vests ratably over three years (i.e., 1/3 on 03/03/07, 1/3 on 03/03/08 and 01/3 on 03/03/09). Upon vesting, these securities automatically convert into an equal number of shares of Company common stock.
- (3) As Restricted Stock Units automatically convert upon the vesting date, there is no expiration date for this award.
- (4) Total number of derivative securities owned beneficially adjusted to correct an error on the Form 4 filed August 15, 2005.

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- (5) This award vests on 3/3/09. Upon vesting, these securities automatically convert into an equal number of shares of Company common stock.
- (6) This award has been granted in lieu of a percentage of the reporting person's cash bonus.

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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