

HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

December 27, 2006

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PERRO VINCENT C

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 SOUTH WACKER
DRIVE, SUITE 4200**
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/22/2006

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Pres., Leadership Consulting

CHICAGO, IL 60606

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/22/2006		M		18,942	A	\$ 29.16	19,914	D
Common Stock	12/22/2006		S		18,942	D	\$ 41.8655	972	D
Common Stock	12/26/2006		M		1,058	A	\$ 29.16	2,030	D
Common Stock	12/26/2006		M		1,666	A	\$ 36.17	3,696	D
Common Stock	12/26/2006		S		2,724	D	\$ 41.8	972	D

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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 Amount Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Management Stock Options (Right to Buy)	\$ 29.16	12/22/2006		M	18,942	07/01/2005 07/01/2009	Common Stock	18,942
Management Stock Options (Right to Buy)	\$ 29.16	12/26/2006		M	1,058	07/01/2005 07/01/2009	Common Stock	1,058
Management Stock Options (Right to Buy)	\$ 36.17	12/26/2006		M	1,666	03/10/2006 03/10/2010	Common Securities	1,666

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERRO VINCENT C 233 SOUTH WACKER DRIVE SUITE 4200 CHICAGO, IL 60606			Pres., Leadership Consulting	

Signatures

Stephen W. Beard,
Attorney-In-Fact

12/27/2006

__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).

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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