

HEIDRICK & STRUGGLES INTERNATIONAL INC  
 Form 4/A  
 May 16, 2007

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 Peters David

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)  
 03/05/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Regional Manager - EMEA

CHICAGO, IL 60606

4. If Amendment, Date Original Filed(Month/Day/Year)  
 03/07/2007

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 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 <sup>(3)</sup>	03/05/2007		C	V	2,015	\$ 45.74	2,015	D
Common Stock	03/05/2007		F <sup>(4)</sup>		827	\$ 45.74	1,188	D
Common Stock <sup>(3)</sup>	03/06/2007		C		250	\$ 46.28	1,438	D
Common Stock	03/06/2007		F <sup>(4)</sup>		103	\$ 46.28	1,335	D
Common Stock <sup>(3)</sup>	03/12/2007		C		667	\$ 46.95	2,002	D

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Common Stock	03/12/2007	F <sup>(4)</sup>	274	D	\$ 46.95	1,728	D
Common Stock <sup>(3)</sup>	03/12/2007	C	1,667	A	\$ 46.95	3,395	D
Common Stock	03/12/2007	F <sup>(4)</sup>	684	D	\$ 46.95	2,711	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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	03/05/2007		C	1,333	<u>(1)</u>	<u>(2)</u>	Common Stock	1,333
Restricted Stock Units	\$ 0	03/05/2007		C	182	<u>(1)</u>	<u>(2)</u>	Common Stock	182
Restricted Stock Units	\$ 0	03/05/2007		C	500	<u>(1)</u>	<u>(2)</u>	Common Stock	500
Restricted Stock Units	\$ 0	03/06/2007		C	250	<u>(1)</u>	<u>(2)</u>	Common Stock	250
Restricted Stock Units	\$ 0	03/09/2007		A	6,500	<u>(1)</u>	<u>(2)</u>	Common Stock	6,500
Restricted Stock Units	\$ 0	03/09/2007		A	911	<u>(1)</u>	<u>(2)</u>	Common Stock	911
	\$ 0	03/12/2007		C	1,667	<u>(1)</u>	<u>(2)</u>		1,667

