

HEIDRICK & STRUGGLES INTERNATIONAL INC
 Form 4
 June 01, 2011

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 *
 Kim, S. John

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)
 05/30/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 MP - Global Practices

C/O HEIDRICK & STRUGGLES INT'L., 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)	(A) or (D)	5. Amount or Price	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)
Common Stock	05/30/2011		M	8,145	A	\$ 20.95	20,103	D	
Common Stock	05/30/2011		F	2,951	D	\$ 20.95	17,152	D	
Common Stock	05/30/2011		M	10,471	A	\$ 20.95	27,623	D	
Common Stock	05/30/2011		F	3,793	D	\$ 20.95	23,830	D	
	05/31/2011		M	3,004	A		26,834	D	

Common Stock						\$				
						20.95				
Common Stock	05/31/2011		F	1,089	D	\$	25,745		D	
						20.95				

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

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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
Restricted Stock Units	\$ 0	05/30/2011		M	8,145	(1) (2)	Common Stock	8,145
Restricted Stock Units	\$ 0	05/30/2011		M	10,471	(3) (2)	Common Stock	10,471
Restricted Stock Units	\$ 0	05/31/2011		M	3,004	(4) (2)	Common Stock	3,004

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Kim, S. John
C/O HEIDRICK & STRUGGLES INT'L., INC.
233 S. WACKER DRIVE, SUITE 4200
CHICAGO, IL 60606

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Signatures

Stephen W. Beard,
Attorney-in-Fact

06/01/2011

__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 vested ratably over three years. Upon vesting, the restricted stock units automatically converted into an equal number of shares of Company common stock.
 - (2) Since restricted stock units automatically convert to common stock upon vesting, there is no expiration date for this award.
 - (3) This award vests ratably over five years. Upon vesting, the restricted stock units automatically convert into an equal number of shares of Company common stock.
 - (4) This award vests in three equal installment years on May 31, 2011, May 31, 2012, and May 31, 2013. Upon vesting, the restricted stock units automatically convert into an equal number of shares of Company common stock.

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.