

HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

March 12, 2012

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 *
Hicks Timothy C

(Last) (First) (Middle)

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

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

HEIDRICK & STRUGGLES
INTERNATIONAL INC [HSII]

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

03/08/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Managing Partner, Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/08/2012		M		919	A	\$ 0	4,075.78	D
Common Stock	03/08/2012		F		290	D	\$ 20.62	3,785.78	D
Common Stock	03/08/2012		M		460	A	\$ 0	4,245.78	D
Common Stock	03/08/2012		F		145	D	\$ 20.62	4,100.78	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 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)	03/08/2012		M			919	(2)	(3)	Common Stock	919
Restricted Stock Units	(1)	03/08/2012		M			460	(2)	(3)	Common Stock	460
Restricted Stock Units	(1)	03/08/2012(4)		A		8,487		(5)	(3)	Common Stock	8,487
Performance Stock Units	(6)	03/08/2012(7)		A		8,487		(8)	(8)	Common Stock	8,487

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Managing Partner, Operations

Signatures

Stephen W. Beard,
Attorney-in-Fact

03/12/2012

 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.
- (2) This award vests in three equal installments on March 8, 2012, March 8, 2013 and March 8, 2014.
- (3) Since restricted stock units automatically convert to common stock upon vesting, there is no expiration date for this award.
- (4) The award of restricted stock units was approved by the Human Resources and Compensation Committee on February 8, 2012, and granted on March 8, 2012, the next date of the six pre-established dates for granting equity awards.
- (5) This award vests in three equal installments on March 8, 2013, March 8, 2014 and March 8, 2015.
- (6) Each performance stock unit represents a contingent right to receive one share of Company common stock.
- (7) The award of performance stock units was approved by the Human Resources and Compensation Committee on February 8, 2012, and granted on March 8, 2012, the next date of the six pre-established dates for granting equity awards.
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, 2012).

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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