

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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**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  
 Officer (give title below)  Other (specify below)  
 Managing Partner, Operations

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
				(A) or (D)	Price		
Common Stock	03/08/2012		M	919	\$ 0	A	D
Common Stock	03/08/2012		F	290	\$ 20.62	D	D
Common Stock	03/08/2012		M	460	\$ 0	A	D
Common Stock	03/08/2012		F	145	\$ 20.62	D	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	(1)	03/08/2012		M		(2)	(3)	Common Stock	919
Restricted Stock Units	(1)	03/08/2012		M		(2)	(3)	Common Stock	460
Restricted Stock Units	(1)	03/08/2012(4)		A		(5)	(3)	Common Stock	8,487
Performance Stock Units	(6)	03/08/2012(7)		A		(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. 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.