Edgar Filing: HEIDRICK & STRUGGLES INTERNATIONAL INC - Form 4

HEIDRICK Form 4 June 16, 20	& STRUGGLES	INTERN	ATION	AL INC							
FORM	ЛД									PPROVAL	
	ECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 CHANGES IN BENEFICIAL OWNERSHIP OF					OMB Number:	3235-0287				
Check this box if no longer subject to Section 16. Form 4 or						Expires:	Expires: January 31 2005 Estimated average				
				SECURITIES						burden hours per response 0.5	
Form 5 obligation may con <i>See</i> Inst 1(b).	ons Section 17((a) of the I	Public U		ding Cor	npan	y Act	nge Act of 1934, of 1935 or Sectic 940			
(Print or Type	Responses)										
FAZIO JOHN A Sym HE			Symbol	2. Issuer Name and Ticker or Trading Symbol HEIDRICK & STRUGGLES				5. Relationship of Reporting Person(s) to Issuer			
			INTERNATIONAL INC [HSII]					(Check all applicable)			
INTERNA	(First) (RICK & STRUGO TIONAL, 233 S. DRIVE, SUITE 4			of Earliest T Day/Year) 2008	ransaction			X Director Officer (give below)		% Owner ler (specify	
				lf Amendment, Date Original ed(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			
CHICAGC), IL 60606							Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Secur	rities A	cquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date any (Month/Day/Year)(Instr. 3)any (Month/Day/Year)			Date, if	Code Disposed of (D) ear) (Instr. 8) (Instr. 3, 4 and 5)			Securities Elementicially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect		
				Code V			Price	· · · ·			
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities benef	ficially ow	ned di	rectly c	or indirectly.			

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: HEIDRICK & STRUGGLES INTERNATIONAL INC - Form 4 1. Title of 2. 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 4. 7. Title and Amount of 8 Derivative Security Conversion (Month/Day/Year) Execution Date, if Transactionof Expiration Date Underlying Securities (Instr. 3) or Exercise any Code Derivative (Month/Day/Year) (Instr. 3 and 4) Price of (Month/Day/Year) (Instr. 8) Securities Derivative Acquired

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Employee Restricted Stock Units	\$ 27.52	05/22/2008	А		159		<u>(1)</u>	(2)	Common Stock	159

(A) or Disposed of (D) (Instr. 3, 4, and 5)

Reporting Owners

Security

Reporting Owner Name / Address		Relationships						
	I		10% Owner	Officer	Other			
FAZIO JOHN A C/O HEIDRICK & STRUGGLES INTERI 233 S. WACKER DRIVE, SUITE 4200 CHICAGO, IL 60606	NATIONAL	X						
Signatures								
Stephen W. Beard, Attorney-in-Fact)6/16/2008							

Date

<u>**</u>Signature of Reporting Person

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) All of the RSUs will vest upon the date Mr. Fazio ceases to be a Director of the Company.
- (2) Upon vesting the RSUs automatically convert into an equal number of shares of Company common stock, therefore there is no expiration date for this award.

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.