

HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4/A

October 01, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
PEHLKE RICHARD W

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)
03/10/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

HEIDRICK & STRUGGLES INTERNATIONAL, INC., 233 S. WACKER DRIVE, SUITE 4200

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
03/12/2014

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) | | 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) | | | |
| Common Stock | 03/10/2014 | | A | | 3,031 | D | ⑒ | 12,806 | D |
| Common Stock | 03/10/2014 | | A | | 4,499 | D | ⑒ | 17,305 | D |
| Common Stock | 03/10/2014 | | F | | 2,385 | D | ⑒ | 14,920 | D |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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)

| 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. Price of Derivative Security (Instr. 3) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|
| RSU issued in 2012 ⁽¹⁾ | <u>(2)</u> | 03/10/2014 | | M | 3,031 | <u>(3)</u> <u>(3)</u> | Common Stock | <u>(1)</u> <u>(2)</u> |
| RSU issued in 2013 ⁽¹⁾ | <u>(2)</u> | 03/10/2014 | | M | 4,499 | <u>(3)</u> <u>(3)</u> | Common Stock | <u>(1)</u> <u>(2)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PEHLKE RICHARD W HEIDRICK & STRUGGLES INTERNATIONAL, INC. 233 S. WACKER DRIVE, SUITE 4200 CHICAGO, IL 60606 | | | Chief Financial Officer | |

Signatures

/s/ Stephen W. Beard Attorney
in Fact 10/01/2014

**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) Granted under the Company's Global Share Plan. Each Restricted Stock Unit (RSU) represents a right to receive one share of the Issuer's Common Stock upon vesting.
- (2) The number of RSUs awarded to the Reporting Person was determined by dividing the total dollar value of compensation granted to the Reporting Person by the closing price of HSII common stock on the grant date of March 8 for the respective year.

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- (3) The RSUs are service-based and will vest in three equal installments (specifically on the first, second and third anniversaries of the date of grant). Reflects the annual partial vesting of RSUs issued on March 8 of the respective year.

Remarks:

This Form 4A is being filed to correct an administrative error in the calculation of the shares withheld (Line 3, Item 4, Table I)

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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