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HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

March 12, 2014

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Beard, Stephen W.			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% OwnerX Officer (give title Other (specify below) below)			
233 S. WACKER DR.			03/10/2014	CAO, GC and Secretary			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CHICAGO, IL	60606		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Acc	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3,	(A) of (D) 4 and (A) or)	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	03/10/2014		A	1,687	A	<u>(2)</u>	18,431	D	
Common Stock	03/10/2014		A	2,425	A	<u>(2)</u>	20,856	D	
Common Stock	03/10/2014		A	4,199	A	<u>(2)</u>	25,055	D	
Common Stock	03/10/2014		A	2,530	A	<u>(2)</u>	27,585	D	

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number on f 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 Deriva Securit (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
RSU issued in 2011 (1)	<u>(2)</u>	03/10/2014		M	1,687	(3)	(3)	Common Stock	(1)	<u>(2)</u>
RSU issued in 2012 (1)	<u>(2)</u>	03/10/2014		M	2,425	(3)	(3)	Common Stock	(1)	<u>(2)</u>
RSU issued in 2013 (1)	<u>(2)</u>	03/10/2014		M	4,199	(3)	(3)	Common Stock	<u>(1)</u>	<u>(2)</u>
PSU issued in 2011 (1)	(2)	03/10/2014		M	2,530	<u>(4)</u>	<u>(4)</u>	Common Stock	<u>(1)</u>	<u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting o where remains a remainder	Director	10% Owner	Officer	Other			
Beard, Stephen W. 233 S. WACKER DR. CHICAGO, IL 60606			CAO, GC and Secretary				

Signatures

/s/ STEPHEN W. BEARD, Attorney in Fact 03/12/2014

**Signature of Reporting Person Date

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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) and Performance Stock Unit (PSU) represents a right to receive one share of the Issuer's Common Stock upon vesting.
- (2) The number of RSUs or PSUs 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.
- (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.
- (4) Represents the vesting of PSUs granted on March 8, 2011 in the amount 5,049 which were subject to the achievement of certain performance measures and issued based on a graduated scale ranging from 0 to 200 percent of the initial target amount.

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.