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HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

March 07, 2006

FORM 4

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

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 *

GWIN BONNIE

(Last)

(City)

(First) (Middle)

233 S. WACKER DRIVE, SUITE

4200

(Street)

(State)

2. Issuer Name and Ticker or Trading

Symbol

HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]

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

03/03/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

CHICAGO, IL 60606

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

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

Securities Beneficially Owned

(A)

or

Following Reported Transaction(s) (Instr. 3 and 4)

5. Amount of

Issuer

below)

Director

Applicable Line)

X_ Officer (give title

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (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

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if TransactionDerivative

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount Underlying Securitie

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

President, Americas

6. Ownership

Form: Direct

(Instr. 4)

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

Estimated average

burden hours per

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	A) d of	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	` /	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Management Options (Right To Buy) (1)	\$ 32.96	03/03/2006		A	13,000		<u>(1)</u>	03/03/2011	Common Stock	13,00
Management Restricted Stock Options (2)	\$0	03/03/2006		A	6,500		(2)	(3)	Common Stock	6,50
Bonus Restricted Stock Units	\$ 0	03/03/2006		A	4,005		(2)	(3)	Common Stock	4,00

Reporting Owners

Reporting Owner Name / Address	Relationships ss						
•	Director	10% Owner	Officer	Other			
CHINI DONNIE							

GWIN BONNIE 233 S. WACKER DRIVE SUITE 4200 CHICAGO, IL 60606

President, Americas

Signatures

Stephen W. Beard,

Attorney-In-Fact 03/07/2006

**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) This award vests ratably over three years (i.e., 1/3 on 3/3/07, 1/3 on 3/3/08 and 1/3 3/3/09).
- (2) This award vests ratably over three years (i.e., 1/3 on 3/3/07, 1/3 on 3/3/08 and 1/3 on 3/3/09). Upon vesting, these securities automatically convert into an equal number of shares of Company common stock.
- (3) As Restricted Stock Units automatically convert upon the vesting date, there is no expiration date for this reward.
- (4) Total number of derivative securities beneficially owned adjusted to correct an error on the Form 4 filed on March 15, 2005.
- (5) This award has been granted in lieu of a percentage of the reporting person's cash bonus.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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