#### Edgar Filing: HEIDRICK & STRUGGLES INTERNATIONAL INC - Form 4

#### HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

November 04, 2009

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

0.5

**OMB APPROVAL** 

Form 4 or 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...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Blake K Steven

2. Issuer Name and Ticker or Trading Symbol

INTERNATIONAL INC [HSII]

**HEIDRICK & STRUGGLES** 

Issuer

5. Relationship of Reporting Person(s) to

(Last)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

Director 10% Owner X\_ Officer (give title Other (specify

(Check all applicable)

233 S. WACKER DRIVE, SEARS

(Month/Day/Year)

11/03/2009

below)

General Counsel & Sec'y

**TOWER, SUITE 4200** (Street)

(State)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

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

CHICAGO, IL 60606

(City)

		Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiciany Owned							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired			5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)	
							Reported		
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	( ,		
Common	11/03/2009		С	209	A	\$	16,799	D	
Stock	11/03/2009		C	209	А	26.7	10,799	D	
						ф			
Common	11/03/2009		F	62	D	\$ 26.7	16,737	D	
Stock						26.7	-,		

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.

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# 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)	4. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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	
Restricted Stock Units	\$ 0	11/03/2009	C	209	<u>(1)</u>	(2)	Common Stock	209	\$ (

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Blake K Steven 233 S. WACKER DRIVE SEARS TOWER, SUITE 4200 CHICAGO, IL 60606

General Counsel & Sec'y

## **Signatures**

Stephen W. Beard, Attorney-in-Fact

\*\*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) Restricted Stock Units vest ratably over three years. Upon vesting these securities automatically convert into an equal number of shares of the Company common stock.
- (2) As Restricted Stock Units automatically convert upon the vesting date, 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.

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