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HEIDRICK & Form 4 March 11, 2015		INTERN	ATION	AL INC							
FORM	Л						E COMMISSIO		PPROVAL		
	N OMB Number:	3235-0287									
Washington, D.C. 20549Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP O SECURITIESForm 4 or Form 5 obligations 									Expires: January 31, 2005 Estimated average burden hours per response 0.5		
(Print or Type Res	ponses)										
1. Name and Address of Reporting Person <u>*</u> Rajagopalan Krishnan			2. Issuer Name and Ticker or Trading Symbol HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]			LES	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 233 S.WACKER DRIVE, SUITE 4200			3. Date of Earliest Transaction (Month/Day/Year) 03/09/2015				Director 10% Owner XOfficer (give title Other (specify below) below) below) Head of Global Practices				
CHICAGO, IL	4. If Amendment, Date Original Filed(Month/Day/Year)			ıl	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
	Transaction Date (onth/Day/Year)		Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)		
Reminder: Report	on a separate line	for each cl	ass of sec		ficially ow Perso inforn requi	ned directly ons who resonation cont red to resp ays a curre		n are not rm	SEC 1474 (9-02)		
	Tab	le II - Deriv	vative Sec	curities Aco	uired, Dis	posed of, or	Beneficially Owned	1			

II - Derivative Securities Acquired, Disposed of, or Beneficially ((*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	of Derivative	Expiration Date	Underlying Securities	D

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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 of (D) (Instr. 3, 4, and 5)	(Month/Day,	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
2015 Restricted Stock Units	<u>(2)</u>	03/09/2015		А	3,437	<u>(3)</u>	(3)	Common Stock	<u>(1)</u>	
2015 Performance Restricted Stock Units (1)	(2)	03/09/2015		А	3,437	<u>(4)</u>	(4)	Common Stock	<u>(1)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Rajagopalan Krishnan 233 S.WACKER DRIVE SUITE 4200 CHICAGO, IL 60606			Head of Global Practices			
Signatures						
/s/ Stephen W. Beard						

/s/ Stephen W. Beard, Attorney-In-Fact <u>**</u>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 RSU or PSU represents a right to receive one share of the Issuer's Common Stock upon vesting.
- (2) The number of RSU's or PSU's 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 date of grant in March of the resepective 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), generally subject to the Reporting Person's continued employment with the Company.
- (4) The PSUs are performance based and will vest in full upon the 3rd anniversary of the date of grant subject to the achievement of certain performance measures and based on a graduated scale.

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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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.