

HEIDRICK & STRUGGLES INTERNATIONAL INC
 Form 4
 December 21, 2011

FORM 4

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

OMB APPROVAL

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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 *
 Beard, Stephen 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)
 C/O HEIDRICK & STRUGGLES INT'L., INC., 233 S. WACKER, SUITE 4200

3. Date of Earliest Transaction (Month/Day/Year)
 12/20/2011

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 General Counsel & Secretary

(Street)
 CHICAGO, IL 60606

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(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)
				(A) or (D)	Price		
Common Stock	12/20/2011		M	1,183	A \$ 0	6,089	D
Common Stock	12/20/2011		F	373	D \$ 22.03	5,716	D

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

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- (2) This award vests in three equal installments on December 20, 2011, December 20, 2012 and December 20, 2013.
- (3) Since restricted stock units automatically convert to common stock upon vesting, there is no expiration date for this award.
- (4) This award vests in three equal installments on March 6, 2010, March 6, 2011 and March 6, 2012.
- (5) This award vests in three equal installments on March 8, 2011, March 8, 2012 and March 8, 2013.
- (6) This award vests in three equal installments on March 8, 2012, March 8, 2013 and March 8, 2014.

Represents the target number of Performance Stock Units. The actual number of shares to be issued, which could range from 0 to 200

- (7) percent of the initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period. The shares, if any, will be issued 36 months from the grant date (March 8, 2011).

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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