Edgar Filing: HEIDRICK & STRUGGLES INTERNATIONAL INC - Form 4

HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4 July 18, 2006

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to

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

January 31, Expires: 2005

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ROCHE GERARD R

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]

(Check all applicable)

(Last)

(First)

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

03/03/2006

X_ Director

10% Owner Officer (give title Other (specify

C/O HEIDRICK &

STRUGGLES, 233 S. WACKER,

SUITE 4200

(Street) 4. If Amendment, Date Original

Applicable Line)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

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

CHICAGO, IL 60606

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) 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)

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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 coof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (1)	\$ 0	03/03/2006		A	2,000	03/03/2007(1)	(2)	Common Stock	2,000
Restricted Stock Units (3)	\$ 0	05/24/2006		A	2,000	05/24/2007(3)	(2)	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ROCHE GERARD R C/O HEIDRICK & STRUGGLES 233 S. WACKER, SUITE 4200 CHICAGO, IL 60606	X					

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) Upon vesting, these Restricted Stock Units automatically convert into an equal number of shares of the Company's common stock. The Restricted Stock Units vest 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).
- (2) As Restricted Stock Units automatically convert upon the vesting date, there is no expiration date for this award.
- (3) Upon vesting, these Restricted Stock Units automatically convert into an equal number of shares of the Company's common stock. The Restricted Stock Units vest ratably over three years (i.e., 1/3 on 5/24/07, 1/3 on 5/24/08 and 1/3 on 5/24/09).
- (4) Number of derivative sercurities beneficially owned reflects the March 6, 2006 conversion of 2,970 Restricted Stock Units into an equal number of shares of Common Stock.

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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