

HEIDRICK & STRUGGLES INTERNATIONAL INC  
 Form 4/A  
 November 09, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 SCHERB JEFF

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)  
 233 S. WACKER DRIVE, SUITE 4200  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/02/2006

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Chief Tech. & Operations Officer

CHICAGO, IL 60606

4. If Amendment, Date Original Filed(Month/Day/Year)  
 11/06/2006

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	11/07/2006		M		20,000	A	\$ 18.02 27,685 D
Common Stock	11/07/2006		D		20,000	D	\$ 40.59 7,685 D
Common Stock	11/07/2006		M		13,333	A	\$ 27 21,018 D
Common Stock	11/07/2006		D		13,333	D	\$ 40.59 7,685 D
Common Stock	11/07/2006		M		3,333	A	\$ 36.17 11,018 D

Common Stock	11/07/2006	D	3,333	D	\$ 40.59	7,685	D
Common Stock	11/07/2006	M	30,000	A	\$ 11.9	37,685	D
Common Stock	11/07/2006	D	30,000	D	\$ 40.59	7,685	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of 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 Security (Instr. 3 and 4)	Amount or Number of Shares
Management Right to Buy Options	\$ 18.02	11/07/2006		M	20,000	09/09/2005 09/09/2007	Common Stock	20,000
Management Right to Buy Options	\$ 27	11/07/2006		M	13,333	05/12/2006 05/12/2009	Common Stock	13,333
Management Right to Buy Options	\$ 36.17	11/07/2006		M	3,333	03/10/2006 03/10/2010	Common Stock	3,333
Management Right to Buy Options	\$ 11.9	11/07/2006 <sup>(1)</sup>		M	30,000	03/06/2006 03/06/2008	Common Stock	30,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHERB JEFF 233 S. WACKER DRIVE			Chief Tech. & Operations Officer	

SUITE 4200  
CHICAGO, IL 60606

## Signatures

Stephen W. Beard,  
Attorney-In-Fact

11/09/2006

\_\_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) The exercise and sale reported on 11/6/06 was subsequently reversed. Those securities were exercised and sold as part of the transactions reported on this Form 4A.

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.