

HEIDRICK & STRUGGLES INTERNATIONAL INC  
 Form 4  
 March 12, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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**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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CAO, GC & Secretary

(Last) (First) (Middle)  
 HEIDRICK & STRUGGLES INTERNATIONAL, INC., 233 S. WACKER DRIVE, SUITE 4200  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/08/2013

CHICAGO, IL 60606  
 (City) (State) (Zip)

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

**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)
			Code	V	Amount	(A) or (D)			
Common Stock	03/08/2013		M		1,338	A	\$ 0	11,451	D
Common Stock	03/08/2013		M		1,686	A	\$ 0	13,137	D
Common Stock	03/08/2013		M		2,424	A	\$ 0	15,561	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

SEC 1474 (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)

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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	03/08/2013		M		1,338	<u>(2)</u> <u>(3)</u>	Common Stock	1,338
Restricted Stock Units	<u>(1)</u>	03/08/2013		M		1,686	<u>(4)</u> <u>(3)</u>	Common Stock	1,686
Restricted Stock Units	<u>(1)</u>	03/08/2013		M		2,424	<u>(5)</u> <u>(3)</u>	Common Stock	2,424
Restricted Stock Units	<u>(1)</u>	03/08/2013 <sup>(6)</sup>		A		12,599	<u>(7)</u> <u>(3)</u>	Common Stock	12,599
Performance Stock Units	<u>(8)</u>	03/08/2013 <sup>(9)</sup>		A		12,599	<u>(10)</u> <u>(10)</u>	Common Stock	12,599
Restricted Stock Units	<u>(1)</u>						<u>(11)</u> <u>(3)</u>	Common Stock	1,180
Performance Stock Units	<u>(8)</u>						<u>(12)</u> <u>(12)</u>	Common Stock	5,050
Performance Stock Units	<u>(8)</u>						<u>(13)</u> <u>(13)</u>	Common Stock	7,270

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Beard, Stephen W.  
HEIDRICK & STRUGGLES INTERNATIONAL, INC.  
233 S. WACKER DRIVE, SUITE 4200  
CHICAGO, IL 60606

CAO, GC & Secretary

## Signatures

Stephen W.  
Beard 03/12/2013

\_\_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) Each restricted stock unit represents a contingent right to receive one share of Heidrick & Struggles International, Inc. (the "Company") common stock.
- (2) This award has fully vested.
- (3) Since restricted stock units automatically convert to common stock upon vesting, there is no expiration date for this award.
- (4) The remaining portion of this award vests on March 8, 2014.
- (5) The remaining portion of this award vests in two equal installments on March 8, 2014 and March 8, 2015.
- (6) This award of restricted stock units was approved by the Human Resources and Compensation Committee on February 7, 2013, and granted on March 8, 2013, the next date of the six pre-established dates for granting equity awards.
- (7) This award vests in three equal installments on March 8, 2014, March 8, 2015 and March 8, 2016.
- (8) Each performance stock unit represents a contingent right to receive one share of Company common stock.
- (9) This award of performance stock units was approved by the Human Resources and Compensation Committee on February 7, 2013, and granted on March 8, 2013, the next date of the six pre-established dates for granting equity awards.
- Represents the target number of performance stock units. The actual number of shares to be issued, which could range from 0 to 200 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, 2013).
- (10) The remaining portion of this award vests on December 20, 2013.
- Represents the target number of performance stock units. The actual number of shares to be issued, which could range from 0 to 200 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).
- (11) The remaining portion of this award vests on December 20, 2013.
- Represents the target number of performance stock units. The actual number of shares to be issued, which could range from 0 to 200 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, 2012).
- (12) The remaining portion of this award vests on December 20, 2013.
- Represents the target number of performance stock units. The actual number of shares to be issued, which could range from 0 to 200 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, 2012).
- (13) The remaining portion of this award vests on December 20, 2013.

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.