

HEIDRICK & STRUGGLES INTERNATIONAL INC
 Form 4/A
 March 12, 2015

FORM 4

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

OMB APPROVAL

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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 *
PEHLKE RICHARD 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)
HEIDRICK & STRUGGLES INTERNATIONAL, INC., 233 S. WACKER DRIVE, SUITE 4200

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

(Street)
CHICAGO, IL 60606

4. If Amendment, Date Original Filed(Month/Day/Year)
03/11/2015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock ⁽¹⁾ | 03/09/2015 | 03/09/2015 | A | 18,154 | A <u>(2)</u> | 37,098 | D |
| Common Stock ⁽¹⁾ | 03/09/2015 | 03/09/2015 | F | 5,647 | D \$ 23.64 | 31,451 | D |

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

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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 Securities (Instr. 3 and 4) | | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| RSU issued in 2012 ⁽³⁾ | <u>(2)</u> | 03/09/2015 | 03/09/2015 | M | | 3,031 | | <u>(4)</u> | <u>(4)</u> | Common Stock | <u>(3)</u> |
| RSU issued in 2013 ⁽³⁾ | <u>(2)</u> | 03/09/2015 | 03/09/2015 | M | | 4,500 | | <u>(4)</u> | <u>(4)</u> | Common Stock | <u>(3)</u> |
| RSU issued in 2014 ⁽³⁾ | <u>(2)</u> | 03/09/2015 | 03/09/2015 | M | | 3,180 | | <u>(4)</u> | <u>(4)</u> | Common Stock | <u>(3)</u> |
| RSU issued in 2015 ⁽³⁾ | <u>(2)</u> | 03/09/2015 | | A | | 8,460 | | <u>(4)</u> | <u>(4)</u> | Common Stock | <u>(3)</u> |
| PSU issued in 2012 ⁽⁵⁾ | <u>(2)</u> | 03/09/2015 | 03/09/2015 | M | | 74,443 | | <u>(4)</u> | <u>(4)</u> | Common Stock | <u>(3)</u> |
| PSU issued in 2015 ⁽³⁾ | <u>(2)</u> | 03/09/2015 | | A | | 8,460 | | <u>(4)</u> | <u>(4)</u> | Common Stock | <u>(3)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PEHLKE RICHARD W HEIDRICK & STRUGGLES INTERNATIONAL, INC. 233 S. WACKER DRIVE, SUITE 4200 CHICAGO, IL 60606 | | | Chief Financial Officer | |

Signatures

/s/ Stephen W. Beard,
Attorney-In-Fact

03/11/2015

__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) Reflects shares acquired from 2012-2014 RSU and PSU vesting reported on Table II.
- (2) The number of RSUs or PSUs 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 grant date in March of the respective year.
- (3) Granted under the Company's Global Share Plan. Each Restricted Stock Unit (RSU) and Performance Stock Unit (PSU) represents a right to receive one share of the Issuer's Common Stock upon vesting.
- (4) RSUs are service-based and will vest in three equal installments, on the first, second and third anniversaries of the date of grant. PSUs are target-based equity grants that generally vest three years from the grant date if certain performance goals are achieved.
- (5) Represents the vesting of PSUs granted on March 8, 2012 in the amount 9,093 which were subject to the achievement of certain performance measures and issued based on a graduated scale ranging from 0 to 200 percent of the initial target amount.

Remarks:

This amendment is being filed to correct footnote designations only.

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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