

HEIDRICK & STRUGGLES INTERNATIONAL INC  
 Form 4  
 March 12, 2012

**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 \*  
 Hallgren Matthew

(Last) (First) (Middle)

HEIDRICK & STRUGGLES  
 INTERNATIONAL, 233 SOUTH  
 WACKER SUITE 4200

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 HEIDRICK & STRUGGLES  
 INTERNATIONAL INC [HSII]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/08/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Accounting Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 03/08/2012                           |  | M                              | 873   | \$ 0  | 3,222.506  | D                                 |
| Common Stock                    | 03/08/2012                           |  | F                              | 303   | \$ 20.62  | 2,919.506  | D                                 |
| Common Stock                    | 03/08/2012                           |  | M                              | 919   | \$ 0  | 3,838.506  | D                                 |
| Common Stock                    | 03/08/2012                           |  | F                              | 290   | \$ 20.62  | 3,548.506  | D                                 |

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

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(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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | (1)  | 03/08/2012                           |  | M                              | 873   | (2) (3)  | Common Stock  | 873                           |
| Restricted Stock Units                     | (1)  | 03/08/2012                           |  | M                              | 919   | (4) (3)  | Common Stock  | 919                           |
| Restricted Stock Units                     | (1)  | 03/08/2012(5)                        |  | A                              | 1,940   | (6) (3)  | Common Stock  | 1,940                         |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Hallgren Matthew  
HEIDRICK & STRUGGLES INTERNATIONAL  
233 SOUTH WACKER SUITE 4200  
CHICAGO, IL 60606

Chief Accounting Officer

## Signatures

Stephen W. Beard,  
Attorney-in-Fact

03/12/2012

\*\*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 vests in three equal installments on March 8, 2011, March 8, 2012 and March 8, 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 8, 2012, March 8, 2013 and March 8, 2014.
- (5) The award of restricted stock units was approved by the Human Resources and Compensation Committee on February 8, 2012, and granted on March 8, 2012, the next date of the six pre-established dates for granting equity awards.
- (6) This award vests in three equal installments on March 8, 2013, March 8, 2014 and March 8, 2015.

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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