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HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

March 12, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Ad PEHLKE RIG		rting Person *	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) 233 S. WAC	(First) KER DR.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/10/2014	Director 10% Owner Officer (give title Other (specify below) CFO		
CHICAGO, I	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned		

(City)	(State)	Table	l - Non-D	erivative (Secur	ities Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed Ionth/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securit n(A) or Di (Instr. 3,	spose	d of (D)	Securities Form Beneficially (D) of Owned Indire	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/10/2014		Code V A	Amount 3,031	(D) A	Price (2)	(Instr. 3 and 4) 12,806	D	
Common Stock	03/10/2014		A	4,499	A	(2)	17,305	D	
Common Stock	03/10/2014		F	2,481	D	\$ 19.39	14,824	D	

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

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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. Transacti Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and a Underlying S (Instr. 3 and	Securities	8. Price Deriva Securit (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
RSU issued in 2012 (1)	(2)	03/10/2014		M	3,031	(3)	<u>(3)</u>	Common Stock	(1)	<u>(2)</u>
RSU issued in 2013 (1)	(2)	03/10/2014		M	4,499	(3)	(3)	Common Stock	<u>(1)</u>	(2)

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
PEHLKE RICHARD W 233 S. WACKER DR. CHICAGO, IL 60606			CFO				

Signatures

/s/ STEPHEN W. BEARD, Attorney in Fact 03/12/2014

**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) Granted under the Company's Global Share Plan. Each Restricted Stock Unit (RSU) represents a right to receive one share of the Issuer's Common Stock upon vesting.
- (2) The number of RSUs 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 of March 8 for the respective year.
- (3) The RSUs are service-based and will vest in three equal installments (specifically on the first, second and third anniversaries of the date of grant). Reflects the annual partial vesting of RSUs issued on March 8 of the respective year.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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