Edgar Filing: HEIDRICK & STRUGGLES INTERNATIONAL INC - Form 4

HEIDRICK & Form 4 March 11, 20	& STRUGGLES 1	INTERNA	ATIONA	L INC							
FORM 4 UNITED STATES SECURITIES AND EXCHANCE								OMB A	OMB APPROVAL		
	UNITEDS	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							OMB Number:	3235-0287	
Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	Filed purs s Section 17(a								burden hou response	Estimated average burden hours per response 0.5	
(Print or Type R	esponses)										
1. Name and Ad PEPPING K	ddress of Reporting F AREN K	- S I	Symbol HEIDRI(Name and CK & ST ATIONA	RUGGL	ES	-	5. Relationship of Issuer (Cheo	f Reporting Per ck all applicable		
(Last) (First) (Middle) C/O HEIDRICK & STRUGGLES INT'L INC., 233 S. WACKER DRIVE, SUITE 4200			3. Date of Earliest Transaction(Month/Day/Year)03/09/2015					Director 10% Owner X Officer (give title Other (specify below) SVP, CAO and Controller			
	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 					
CHICAGO,	IL 60606							Person	viore than One Ke	eporting	
(City)	(State) (Zip)	Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f. or Beneficial	llv Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	ed Date, if	3. Transactic Code (Instr. 8) Code V	4. Securi mAcquired Disposed (Instr. 3,	ties l (A) o l of (D	or))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	-	
Common Stock	03/09/2015	03/09/20)15	А	2,290	А	<u>(1)</u>	2,290	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.

 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 orDerivative Securities Acquired (A) of Disposed of (E (Instr. 3, 4, and 5)	Expiration I (Month/Day r	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of 4 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
2014 Restricted Stock Units (2)	<u>(1)</u>	03/09/2015	03/09/2015	М	2,29	0 (3)	(3)	Common Stock	<u>(2)</u>	
2015 Restricted Stock Units (2)	(1)	03/09/2015		A	6,239	<u>(3)</u>	<u>(3)</u>	Common Stock	(2)	

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PEPPING KAREN K C/O HEIDRICK & STRUGGLES INT'L IN 233 S. WACKER DRIVE, SUITE 4200 CHICAGO, IL 60606	C.		SVP, CAO and Controller				
Signatures							
/s/ Stephen W. Beard, Attorney-In-Fact	03/11/2015						
**Signature of Reporting Person	Date						
Explanation of Response	es:						

- * 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 number of RSU's or PSU's 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 date of grant in March of the resepective year.
- (2) Granted under the Company's Global Share Plan. Each RSU represents a right to receive one share of the Issuer's Common Stock upon vesting.
- (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), generally subject to the Reporting Person's continued employment with the Company.

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.