

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)

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

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
**Chief Financial Officer**

**C/O HEIDRICK & STRUGGLES INT'L, INC., 233 S. WACKER DRIVE, SUITE 4200**

(Street)

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

**CHICAGO, IL 60606**

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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(2)                        |  | A                              | 9,083   | (3) (4)  | Common Stock  | 9,083                         |
| Performance Stock Units                    | (5)  | 03/08/2012(6)                        |  | A                              | 9,083   | (7) (7)  | Common Stock  | 9,083                         |
| Restricted Stock Units                     | (1)  |                                      |  |                                |   | (8) (4)  | Common Stock  | 12,070                        |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

PEHLKE RICHARD W  
C/O HEIDRICK & STRUGGLES INT'L, INC.  
233 S. WACKER DRIVE, SUITE 4200  
CHICAGO, IL 60606

Chief Financial Officer

## Signatures

Stephen W. Beard, 03/12/2012  
Attorney-in-Fact

\*\*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) 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.
- (3) This award vests in three equal installments on March 8, 2013, March 8, 2014 and March 8, 2015.
- (4) Since restricted stock units automatically convert to common stock upon vesting, there is no expiration date for this award.
- (5) Each performance stock unit represents a contingent right to receive one share of Company common stock.
- (6) The award of performance 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.
- (7)

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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).

- (8) This award vests in three equal installments on September 28, 2012, September 28, 2013 and September 28, 2014.

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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