

HEIDRICK & STRUGGLES INTERNATIONAL INC  
 Form 4  
 March 12, 2013

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

(Last) (First) (Middle)  
**HEIDRICK & STRUGGLES INTERNATIONAL, INC., 233 S. WACKER DRIVE, SUITE 4200**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/08/2013**

**CHICAGO, IL 60606**  
 (City) (State) (Zip)

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

**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)
			Code	V	Amount	(A) or (D)			
Common Stock	03/08/2013		M		3,031	A	\$ 0	7,054	D

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)	Amount or Number of Shares
Restricted Stock Units	(1)	03/08/2013		M	3,031	(2) (3)	Common Stock	3,031
Restricted Stock Units	(1)	03/08/2013(4)		A	13,499	(5) (3)	Common Stock	13,499
Performance Stock Units	(6)	03/08/2013(7)		A	13,499	(8) (8)	Common Stock	13,499
Restricted Stock Units	(1)					(9) (3)	Common Stock	8,040
Performance Stock Units	(6)					(10) (10)	Common Stock	9,090

## 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

Stephen W. Beard,  
Attorney-in-Fact

03/12/2013

\*\*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 remaining portion of this award vests in two equal installments on March 8, 2014 and March 8, 2015.
- (3) Since restricted stock units automatically convert to common stock upon vesting, there is no expiration date for this award.
- (4) The award of restricted stock units was approved by the Human Resources and Compensation Committee on February 7, 2013, and granted on March 8, 2013, the next date of the six pre-established dates for granting equity awards.
- (5) This award vests in three equal installments on March 8, 2014, March 8, 2015 and March 8, 2016.
- (6) Each performance stock unit represents a contingent right to receive one share of Company common stock.

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- (7) The award of performance stock units was approved by the Human Resources and Compensation Committee on February 7, 2013, and granted on March 8, 2013, the next date of the six pre-established dates for granting equity awards.

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, 2013).

- (9) The remaining portion of this award vests in two equal installments on September 28, 2013 and September 28, 2014.

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).

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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