

HEIDRICK & STRUGGLES INTERNATIONAL INC
 Form 3
 December 28, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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)

| | | | |
|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Franzino Michael</p> <p>(Last) (First) (Middle)</p> <p>233 S. WACKER DRIVE,Â SUITE 4200</p> <p>(Street)</p> <p>CHICAGO,Â ILÂ 60606</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/28/2006</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chairman, Global Markets</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Shares | 32,107 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|--|
|---|---|---|---|---|--|

| | Date Exercisable | Expiration Date | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------------|------------------|-----------------|----------------------------------|----------|---------------------------------------|
| Restricted Stock Units | Â (1) | Â (2) | Restricted Stock Units 19,165 | \$ 0 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Franzino Michael 233 S. WACKER DRIVE SUITE 4200 CHICAGO, IL 60606 | Â | Â | Â Chairman, Global Markets | Â |

Signatures

Stephen W. Beard,
Attorney-in-Fact

12/28/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 750 Restricted Stock Units will vest on 3/6/07. 10,000 Restricted Stock Units will vest on on 3/10/08. 1,667 Restricted Stock Units will vest ratably over two years (i.e., 1/2 on 3/10/07 and 1/2 on 3/10/08); 6,748 Restricted Stock Units will vest ratably over 3 years (i.e., 1/3 on 3/3/07, 1/3 on 3/3/08 and 1/3 on 3/3/09). Upon vesting these securities automatically convert into an equal number of shares of the Company common stock.
- (2) As this award automatically converts upon the vesting date, there is no expiration for this derivative security.

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.