

KELLY L KEVIN
Form 4
March 05, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
KELLY L KEVIN

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)
233 S. WACKER DRIVE, SUITE 4200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

CHICAGO, IL 60606

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

(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) Code V Amount Price | | | |
| Common Stock | 03/03/2009 | | C | 946 A \$ 14.81 | 37,732 | D | |
| Common Stock | 03/03/2009 | | F | 356 D \$ 14.81 | 37,376 | D | |
| Common Stock | 03/03/2009 | | C | 612 A \$ 14.81 | 37,988 | D | |
| Common Stock | 03/03/2009 | | F | 230 D \$ 14.81 | 37,758 | D | |
| Common Stock | 03/03/2009 | | C | 1,667 A \$ 14.81 | 39,425 | D | |

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Common Stock 03/03/2009 F 577 D \$ 14.81 38,848 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)

| 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. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | (1) | (2) | | |
| Restricted Stock Units | \$ 0 | 03/03/2009 | | C | 946 | (1) (2) | (1) (2) | Common Stock | 946 |
| Restricted Stock Units | \$ 0 | 03/03/2009 | | C | 612 | (1) (2) | (1) (2) | Common Stock | 612 |
| Restricted Stock Units | \$ 0 | 03/03/2009 | | C | 1,667 | (1) (2) | (1) (2) | Common Stock | 1,667 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KELLY L KEVIN 233 S. WACKER DRIVE SUITE 4200 CHICAGO, IL 60606 | X | | Chief Executive Officer | |

Signatures

Stephen W. Beard,
Attorney-in-Fact 03/05/2009

__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) This award vests ratably over three years. Upon vesting, the shares automatically convert into an equal number of shares of Company common stock.
 - (2) As Restricted Stock Units automatically convert upon vesting, there is no expiration date for this award.

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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