

HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

March 11, 2015

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

OMB APPROVAL

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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 *
Beard, Stephen W.

(Last) (First) (Middle)

HEIDRICK & STRUGGLES
INTERNATIONAL, INC., 233 S.
WACKER DRIVE, SUITE 4200

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolHEIDRICK & STRUGGLES
INTERNATIONAL INC [HSII]3. Date of Earliest Transaction
(Month/Day/Year)
03/09/20154. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
EVP, CAO, GC & Secretary6. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock ⁽¹⁾	03/09/2015	03/09/2015	A		15,547	A	<u>(2)</u>	43,132	D
Common Stock ⁽³⁾	03/09/2015	03/09/2015	F		4,838	D	\$ 23.64	38,294	D

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

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information contained in this form are not
required to respond unless the form
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(9-02)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
RSU issued in 2012 ⁽⁴⁾	<u>(2)</u>	03/09/2015	03/09/2015	M		2,425		<u>(5)</u>	<u>(5)</u>	Common Stock	<u>(4)</u>
RSU issued in 2013 ⁽⁴⁾	<u>(2)</u>	03/09/2015	03/09/2015	M		4,200		<u>(5)</u>	<u>(5)</u>	Common Stock	<u>(4)</u>
RSU issued in 2014 ⁽⁴⁾	<u>(2)</u>	03/09/2015	03/09/2015	M		2,968		<u>(5)</u>	<u>(5)</u>	Common Stock	<u>(4)</u>
RSU issued in 2015 ⁽⁴⁾	<u>(2)</u>	03/09/2015		A		7,931		<u>(5)</u>	<u>(5)</u>	Common Stock	<u>(4)</u>
PSU issued in 2012 ⁽⁴⁾	<u>(2)</u>	03/09/2015		M		5,954		<u>(5)</u>	<u>(5)</u>	Common Stock	<u>(4)</u>
PSU issued in 2015 ⁽⁴⁾	<u>(2)</u>	03/09/2015		A		7,931		<u>(5)</u>	<u>(5)</u>	Common Stock	<u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Beard, Stephen W. HEIDRICK & STRUGGLES INTERNATIONAL, INC. 233 S. WACKER DRIVE, SUITE 4200 CHICAGO, IL 60606	EVP, CAO, GC & Secretary

Signatures

/s/ Stephen W.
Beard
Attorney-In-Fact

03/11/2015

 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) Represents the vesting of PSUs granted on March 8, 2012 in the amount 9,093 which were subject to the achievement of certain performance measures and issued based on a graduated scale ranging from 0 to 200 percent of the initial target amount.
- (2) The number of RSUs or PSUs 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 grant date in March of the respective year.
- (3) Reflects shares acquired from 2012-2014 RSU and PSU vesting reported on Table II.
- (4) Granted under the Company's Global Share Plan. Each Restricted Stock Unit (RSU) and Performance Stock Unit (PSU) represents a right to receive one share of the Issuer's Common Stock upon vesting.
- (5) 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). Reflects the annual partial vesting of RSUs issued on March 8 of the respective year.

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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