

HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

May 08, 2006

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

OMB APPROVAL

OMB Number: 3235-0287

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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 *
Willard Patricia R

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 SOUTH WACKER
DRIVE, SEARS TOWER, SUITE
4200

3. Date of Earliest Transaction
(Month/Day/Year)
05/05/2006

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Chief Human Resources Officer

(Street)
CHICAGO, IL 60606

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price

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 Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Unit ⁽¹⁾	\$ 0	05/05/2006		A		2,500		⁽¹⁾	⁽²⁾	Restricted Stock Units
Non-Qualified Stock Option (3)	\$ 35.61 ⁽⁴⁾	05/05/2006		A		5,000		⁽³⁾	04/03/2011	Non-Qualified Stock Options

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Willard Patricia R 233 SOUTH WACKER DRIVE SEARS TOWER, SUITE 4200 CHICAGO, IL 60606	Chief Human Resources Officer

Signatures

Stephen W. Beard,
Attorney-In-Fact
05/08/2006

**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 (i.e., 1/3 on 5/5/07, 1/3 on 5/5/08 and 1/3 on 5/5/09). Upon vesting, these restricted stock units automatically convert into an equal number of shares of the Company's common stock.
- (2) As this stock award automatically converts into an equal number of shares of common stock upon vesting, there is no expiration date for this award.
- (3) This option grant will vest ratably on April 3 of each year (i.e., 1/3 on 4/3/07, 1/3 on 4/3/08 and 1/3 on 4/3/09).
- (4) The exercise price of \$35.61 represents the closing price of HSII common stock on April 3, 2006, the date that Ms. Willard commenced employment with the company.

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.