

KELLY L KEVIN  
Form 4  
March 05, 2009

**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 \*  
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)  | 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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(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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
| Restricted Stock Units                     | \$ 0   | 03/03/2009                           |  | C                              | 946   | (1) (2)  |   | Common Stock  | 946                        |
| Restricted Stock Units                     | \$ 0   | 03/03/2009                           |  | C                              | 612   | (1) (2)  |   | Common Stock  | 612                        |
| Restricted Stock Units                     | \$ 0   | 03/03/2009                           |  | C                              | 1,667   | (1) (2)  |   | Common Stock  | 1,667                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| KELLY L KEVIN<br>233 S. WACKER DRIVE<br>SUITE 4200<br>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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