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HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

March 12, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Hallgren Matthew Issuer Symbol **HEIDRICK & STRUGGLES** (Check all applicable) **INTERNATIONAL INC [HSII]** 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction Director _X__ Officer (give title Other (specify (Month/Day/Year) below) **HEIDRICK & STRUGGLES** 03/08/2013 Chief Accounting Officer INTERNATIONAL, INC., 233 S.

WACKER DRIVE, SUITE 4200

(State)

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

(Zip)

Person

CHICAGO, IL 60606

(City)

							, .	1	•
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)				cquired d of (D) 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	,	, ,
Common Stock	03/08/2013		M	873	A	\$0	4,421.506	D	
Common Stock	03/08/2013		F	329	D	\$ 13.89	4,092.506	D	
Common Stock	03/08/2013		M	920	A	\$ 0	5,012.506	D	
Common Stock	03/08/2013		F	347	D	\$ 13.89	4,665.506	D	
	03/08/2013		M	646	A	\$ 0	5,311.506	D	

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Common Stock

Common \$ 5,067.506 03/08/2013 F 244 D Stock

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

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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 orDerivative 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)		{ } (
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
	Restricted Stock Units	<u>(1)</u>	03/08/2013		M		873	(2)	(3)	Common Stock	873	
	Restricted Stock Units	<u>(1)</u>	03/08/2013		M		920	<u>(4)</u>	<u>(3)</u>	Common Stock	920	
	Restricted Stock Units	<u>(1)</u>	03/08/2013		M		646	<u>(5)</u>	<u>(3)</u>	Common Stock	646	
	Restricted Stock Units	(1)	03/08/2013(6)		A	3,600		<u>(7)</u>	(3)	Common Stock	3,600	

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

Hallgren Matthew HEIDRICK & STRUGGLES INTERNATIONAL, INC. 233 S. WACKER DRIVE, SUITE 4200 CHICAGO, IL 60606

Chief Accounting Officer

Reporting Owners 2

Signatures

Stephen W. Beard, Attorney-in-Fact 03/12/2013

**Signature of Reporting Person Da

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) Each restricted stock unit represents a contingent right to receive one share of Heidrick & Struggles International, Inc. (the "Company") common stock.
- (2) This award has fully vested.
- (3) Since restricted stock units automatically convert to common stock upon vesting, there is no expiration date for this award.
- (4) The remaining portion of this award vests on March 8, 2014.
- (5) The remaining portion of this award vests in two equal installments on March 8, 2014 and March 8, 2015.
- The award of restricted stock units was approved by the Human Resources and Compensation Committee on February 7, 2013, and granted on March 8 2013, the next date of the six pre-established dates for granting equity awards.
- (7) This award vests in three equal installments on March 8, 2014, March 8, 2015 and March 8, 2016.

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.

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