

HEIDRICK & STRUGGLES INTERNATIONAL INC
 Form 4
 August 06, 2007

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 *
 Blake K Steven

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)

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

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

General Counsel & Sec'y

233 S. WACKER DRIVE, SEARS TOWER, SUITE 4200

08/02/2007

(Street)

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

CHICAGO, IL 60606

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	08/02/2007		C	A	2,333	\$ 32.96	4,113 D
Common Stock	08/02/2007		C	A	3,333	\$ 30.4	7,446 D
Common Stock	08/02/2007		S	D	100	\$ 54.04	7,346 D
Common Stock	08/02/2007		S	D	900	\$ 54.01	6,446 D
Common Stock	08/02/2007		S	D	900	\$ 54	5,546 D

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Common Stock	08/02/2007	S	600	D	\$ 53.99	4,946	D
Common Stock	08/02/2007	S	100	D	\$ 53.98	4,846	D
Common Stock	08/02/2007	S	100	D	\$ 53.975	4,746	D
Common Stock	08/02/2007	S	300	D	\$ 53.97	4,446	D
Common Stock	08/02/2007	S	581	D	\$ 53.96	3,865	D
Common Stock	08/02/2007	S	385	D	\$ 53.95	3,480	D
Common Stock	08/02/2007	S	300	D	\$ 53.93	3,180	D
Common Stock	08/02/2007	S	100	D	\$ 53.92	3,080	D
Common Stock	08/02/2007	S	200	D	\$ 53.91	2,880	D
Common Stock	08/02/2007	S	400	D	\$ 53.87	2,480	D
Common Stock	08/02/2007	S	300	D	\$ 53.86	2,180	D
Common Stock	08/02/2007	S	100	D	\$ 53.84	2,080	D
Common Stock	08/02/2007	S	100	D	\$ 53.82	1,980	D
Common Stock	08/02/2007	S	100	D	\$ 53.8	1,880	D
Common Stock	08/02/2007	S	100	D	\$ 53.78	1,780	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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Management Right to Buy Options	\$ 32.96	08/02/2007		C		2,333		03/03/2007	03/03/2011	Common Stock	2,333
Management Right to Buy Options	\$ 30.4	08/02/2007		C		3,333		08/11/2006	08/11/2010	Common Stock	3,333
Restricted Stock Options	\$ 0							(1)	(2)	Common Stock	0 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blake K Steven 233 S. WACKER DRIVE SEARS TOWER, SUITE 4200 CHICAGO, IL 60606			General Counsel & Sec'y	

Signatures

Stephen W. Beard,
Attorney-in-Fact

08/06/2007

**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) Restricted Stock Units vest ratably over three years. Upon vesting Restricted Stock Units automatically convert into an equal number of shares of Company common stock.
- (2) Restricted Stock Units automatically convert upon vesting, therefore there is no expiration date for this derivative security.
- (3) No Restricted Stock Units awarded or converted on this form.

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.