

Rajagopalan Krishnan
Form 4
March 13, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Rajagopalan Krishnan

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
4900

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President and CEO

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)
				Code	V	Amount			
Common Stock ⁽¹⁾	03/09/2018	03/09/2018	A		1,146	A	\$ 30.45 24,158	D	
Common Stock ⁽¹⁾	03/09/2018	03/09/2018	A		9,130	A	\$ 30.45 33,288	D	
Common Stock ⁽¹⁾	03/09/2018	03/09/2018	A		2,229	A	\$ 30.45 35,517	D	
Common Stock ⁽¹⁾	03/09/2018	03/09/2018	A		3,014	A	\$ 3,045 38,531	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
2015 Restricted Stock Units	(2)	03/09/2018	03/09/2018	M	1,146	(3) (3)	Common Stock	(4)
2016 Restricted Stock Units	(2)	03/09/2018	03/09/2018	M	9,130	(3) (3)	Common Stock	(4)
2017 Restricted Stock Units	(2)	03/09/2018	03/09/2018	M	2,229	(3) (3)	Common Stock	(4)
2015 Performance Stock Units	(2)	03/09/2018	03/09/2018	M	3,014	(3) (3)	Common Stock	(4)
2018 Restricted Stock Units	(2)	03/09/2018	03/09/2018	A	20,936	(3) (3)	Common Stock	(4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rajagopalan Krishnan 233 S.WACKER DRIVE SUITE 4900 CHICAGO, IL 60606			President and CEO	

Signatures

/s/ Kamau A. Coar,
Attorney-In-Fact

03/13/2018

