Edgar Filing: HEIDRICK & STRUGGLES INTERNATIONAL INC - Form 4/A

HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4/A July 26, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287 January 31, Expires:

2005 Estimated average

0.5

OMB APPROVAL

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * FAZIO JOHN A

(First)

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

HEIDRICK & STRUGGLES

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable) INTERNATIONAL INC [HSII]

> X Director 10% Owner Officer (give title Other (specify

(Month/Day/Year) 06/28/2007

C/O HEIDRICK & STRUGGLES INTERNATIONAL, 233 S. WACKER DRIVE, SUITE 4200

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

07/02/2007

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

CHICAGO, IL 60606

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Disposed of (D) Code (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Common D 4,002 Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: HEIDRICK & STRUGGLES INTERNATIONAL INC - Form 4/A

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	Derivative	Expiration D (Month/Day/	Date	7. Title and A Underlying S (Instr. 3 and 4	Securities	8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	\$ 51.06	06/28/2007		A	730	(2)	(3)	Common Stock	730	\$ 51.

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FAZIO JOHN A C/O HEIDRICK & STRUGGLES INTERNATIONAL 233 S. WACKER DRIVE, SUITE 4200 CHICAGO, IL 60606



Signatures

Stephen W. Beard, Attorney-in-Fact

07/26/2007

**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) These RSUs were previously reported as shares of the Company's common stock.
- (2) All RSUs will vest upon the date Mr. Fazio ceases to be a Director of the Company.
- (3) Upon vesting the RSUs automatically convert into an equal number of shares of Company common stock, therefore 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. 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.

Reporting Owners 2