

HEIDRICK & STRUGGLES INTERNATIONAL INC  
 Form 4  
 March 11, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Wolstencroft Tracy R

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 DR.  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/07/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Pres & CEO

CHICAGO, IL 60606  
 (City) (State) (Zip)

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

**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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit <u>(1)</u>	<u>(2)</u>	03/07/2014	A	43,257				<u>(3)</u>	<u>(3)</u>	Common Stock	<u>(1)</u>
Performance Restricted Stock Units <u>(1)</u>	<u>(2)</u>	03/07/2014	A	43,257				<u>(4)</u>	<u>(4)</u>	Common Stock	<u>(1)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolstencroft Tracy R 233 S. WACKER DR. CHICAGO, IL 60606	X		Pres & CEO	

## Signatures

/s/ Stephen W. Beard, Attorney  
in Fact 03/11/2014

\_\_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) Granted under the Company's Global Share Plan. Each RSU represents a right to receive one share of the Issuer's Common Stock upon vesting.
  - (2) The number of RSUs or PSUs awarded to the Reporting Person was determined by dividing the total dollar value of compensation granted to the Reporting Person by \$19.65 (the closing price of HSII common stock on March 7, 2014).
  - (3) The RSUs are service-based and will vest in three equal installments (specifically on the first, second and third anniversaries of the date of grant), generally subject to the Reporting Person's continued employment with the Company.
  - (4) The PSUs are performance based and will vest in full upon the 3rd anniversary of the date of grant subject to the achievement of certain performance measures and based on a graduated scale.

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.