

HEIDRICK & STRUGGLES INTERNATIONAL INC  
 Form 4  
 March 12, 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 \*  
**PEHLKE RICHARD W**

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)  
**03/10/2014**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**CFO**

**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	(A) or (D)	Price
Common Stock	03/10/2014		A		3,031	A	12,806
Common Stock	03/10/2014		A		4,499	A	17,305
Common Stock	03/10/2014		F		2,481	D	\$ 19.39 14,824

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

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SEC 1474 (9-02)

number.

**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 (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)	8. Price of Derivative Security (Instr. 3)
RSU issued in 2012 <sup>(1)</sup>	<u>(2)</u>	03/10/2014		M	3,031	<u>(3)</u> <u>(3)</u>	Common Stock	<u>(1)</u> <u>(2)</u>
RSU issued in 2013 <sup>(1)</sup>	<u>(2)</u>	03/10/2014		M	4,499	<u>(3)</u> <u>(3)</u>	Common Stock	<u>(1)</u> <u>(2)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEHLKE RICHARD W 233 S. WACKER DR. CHICAGO, IL 60606			CFO	

## Signatures

/s/ STEPHEN W. BEARD, Attorney  
in Fact      03/12/2014

        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 Restricted Stock Unit (RSU) represents a right to receive one share of the Issuer's Common Stock upon vesting.
- (2) The number of RSUs awarded to the Reporting Person was determined by dividing the total dollar value of compensation granted to the Reporting Person by the closing price of HSII common stock on the grant date of March 8 for the respective year.
- (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). Reflects the annual partial vesting of RSUs issued on March 8 of the respective year.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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