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HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

March 08, 2012

FORM 4

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

OMB

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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 * Beard, Stephen W.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

(Check all applicable)

HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]

3. Date of Earliest Transaction

Director 10% Owner Other (specify X_ Officer (give title

General Counsel & Secretary

(Instr. 4)

C/O HEIDRICK & STRUGGLES

(Street)

(State)

(First)

(Middle)

(Zip)

INT'L., INC., 233 S. WACKER, **SUITE 4200**

4. If Amendment, Date Original

Following

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

03/06/2012

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

CHICAGO, IL 60606

(City)

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of (D) Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (Month/Day/Year) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Owned Indirect (I)

Reported (A) or Code

Transaction(s) (Instr. 3 and 4) (D) Price Amount

Common 03/06/2012 \$0 7,383 D M 1,667 Α Stock

Common 03/06/2012 F 525 6,858 Stock

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)

Beneficial

Ownership

(Instr. 4)

1

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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. Transacti Code (Instr. 8) | 5. Number on 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) | |
|---|---|---|---|---------------------------------------|---|--|--------------------|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (1) | 03/06/2012 | | M | 1,66 | (2) | (3) | Common Stock | 1,667 |
| Restricted Stock Units | <u>(1)</u> | | | | | <u>(4)</u> | (3) | Common Stock | 2,676 |
| Restricted Stock Units | (1) | | | | | (5) | (3) | Common Stock | 2,366 |
| Restricted Stock Units | (1) | | | | | <u>(6)</u> | (3) | Common Stock | 5,059 |
| Performance Stock Units | <u>(7)</u> | | | | | (8) | <u>(8)</u> | Common Stock | 5,059 |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Beard, Stephen W. C/O HEIDRICK & STRUGGLES INT'L., INC. 233 S. WACKER, SUITE 4200 CHICAGO, IL 60606

General Counsel & Secretary

Signatures

Stephen W.
Beard

**Signature of Reporting Person

O3/08/2012

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) Each restricted stock unit represents a contingent right to receive one share of Heidrick & Struggles International, Inc. (the "Company") common stock.

Reporting Owners 2

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- (2) This award has fully vested.
- (3) Since restricted stock units automatically convert to common stock upon vesting, there is no expiration date for this award.
- (4) This award vests in three equal installments on March 8, 2011, March 8, 2012 and March 8, 2013.
- (5) This award vests in three equal installments on December 20, 2011, December 20, 2012 and December 20, 2013.
- (6) This award vests in three equal installments on March 8, 2012, March 8, 2013 and March 8, 2014.
- (7) Each performance stock unit represents a contingent right to receive one share of Heidrick & Struggles International, Inc. (the "Company") common stock.
- Represents the target number of performance stock units. The actual number of shares to be issued, which could range from 0 to 200
- (8) percent of the initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period. The shares, if any, will be issued 36 months from the grant date (March 8, 2011).

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.