

HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

March 14, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
PERRO VINCENT C

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 SOUTH WACKER
DRIVE, SUITE 4200**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2007

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Pres., Leadership Consulting

CHICAGO, IL 60606

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock <u>(1)</u>	03/12/2007		C		1,667	A	\$ 46.95	4,107	D
Common Stock	03/12/2007		F <u>(2)</u>		644	D	\$ 46.95	3,463	D
Common Stock <u>(3)</u>	03/12/2007		M		1,667	A	\$ 36.17	5,130	D
Common Stock <u>(4)</u>	03/12/2007		M		3,333	A	\$ 32.96	8,463	D
Common Stock	03/12/2007		S		300	D	\$ 47	8,163	D

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Common Stock	03/12/2007	S	2,400	D	\$ 47.01	5,763	D
Common Stock	03/12/2007	S	900	D	\$ 47.11	4,863	D
Common Stock	03/12/2007	S	300	D	\$ 47.12	4,563	D
Common Stock	03/12/2007	S	100	D	\$ 47.2	4,463	D
Common Stock	03/12/2007	S	600	D	\$ 47.22	3,863	D
Common Stock	03/12/2007	S	400	D	\$ 47.225	3,463	D

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Management Right to Buy Option	\$ 36.17	03/12/2007		M		1,667		03/10/2006	03/10/2010	Common Stock	1,667
Management Right to Buy Option	\$ 32.96	03/12/2007		M		3,333		03/03/2007	03/03/2011	Common Stock	3,333
Restricted Stock Unit	\$ 0	03/12/2007		C		1,667		(5)	(6)	Common Stock	1,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERRO VINCENT C 233 SOUTH WACKER DRIVE SUITE 4200 CHICAGO, IL 60606			Pres., Leadership Consulting	

Signatures

Stephen W. Beard,
Attorney-in-Fact

03/14/2007

__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) This is a conversion of an award granted on 3/10/06.
- (2) Number of shares withheld for tax purposes.
- (3) This is an exercise of options awarded on 3/10/05.
- (4) This is an exercise of options awarded on 3/10/06.
- (5) This award vests ratably over three years.
- (6) As Restricted Stock Units automatically convert upon vesting, 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.
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