

HEIDRICK & STRUGGLES INTERNATIONAL INC  
 Form 3  
 December 19, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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**INITIAL STATEMENT OF 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 *<br>Â Davis Charles G<br>(Last) (First) (Middle)<br><br>233 SOUTH WACKER DRIVE,Â SUITE 4200<br>(Street)<br><br>CHICAGO,Â ILÂ 60606<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>12/19/2006 | 3. Issuer Name and Ticker or Trading Symbol<br>HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>Regional Mgr - Asia Pacific | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|--|---|--|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Shares                      | 7,888  | D   | Â  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br>Title | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|---|---|--|
|---|---|---|---|---|--|

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|                        | Date Exercisable | Expiration Date |                        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|------------------------|------------------|-----------------|------------------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Options | 04/26/2005       | 04/26/2009      | Employee Stock Options | 217                        | \$ 14    | D                                     | Â |
| Restricted Stock Units | Â (1)            | Â (2)           | Restricted Stock Units | 4,744                      | \$ 0     | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Davis Charles G<br>233 SOUTH WACKER DRIVE<br>SUITE 4200<br>CHICAGO, IL 60606 | Â             | Â         | Â Regional Mgr - Asia Pacific | Â     |

## Signatures

Stephen W. Beard,  
Attorney-in-Fact

12/19/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- 334 Restricted Stock Units vest on 3/6/07; 667 Restricted Stock Units vest ratably over two years (i.e., 1/2 on 3/10/07 and 1/2 on 3/10/08); 3,743 Restricted Stock Units vest ratably over three years (i.e., 1/3 on 3/3/07, 1/3 on 3/3/08 and 1/3 on 3/3/09). Upon vesting these securities automatically convert into an equal number of shares of the Company common stock.
- (2) As this award automatically converts upon the vesting date, there is no expiration date for this derivative security.

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.