

HEIDRICK & STRUGGLES INTERNATIONAL INC  
 Form 4  
 March 11, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/09/2015

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Chief Financial Officer

**HEIDRICK & STRUGGLES INTERNATIONAL, INC., 233 S. WACKER DRIVE, SUITE 4200**

(Street)

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

**CHICAGO, IL 60606**

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <sup>(1)</sup>	03/09/2015	03/09/2015	A		18,154	A	21 37,098
Common Stock <sup>(3)</sup>	03/09/2015	03/09/2015	F		5,647	D	\$ 23.64 31,451

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 (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)	8. Amount or Number of Shares
						Date Exercisable	Expiration Date		
				Code	V	(A)	(D)	Title	
RSU issued in 2012 <sup>(4)</sup>	<u>(2)</u>	03/09/2015	03/09/2015	M	3,031	<u>(5)</u>	<u>(5)</u>	Common Stock	<u>(4)</u>
RSU issued in 2013 <sup>(4)</sup>	<u>(2)</u>	03/09/2015	03/09/2015	M	4,500	<u>(5)</u>	<u>(5)</u>	Common Stock	<u>(4)</u>
RSU issued in 2014 <sup>(4)</sup>	<u>(2)</u>	03/09/2015	03/09/2015	M	3,180	<u>(5)</u>	<u>(5)</u>	Common Stock	<u>(4)</u>
RSU issued in 2015 <sup>(4)</sup>	<u>(2)</u>	03/09/2015		A	8,460	<u>(5)</u>	<u>(5)</u>	Common Stock	<u>(4)</u>
PSU issued in 2012 <sup>(4)</sup>	<u>(2)</u>	03/09/2015	03/09/2015	M	74,443	<u>(5)</u>	<u>(5)</u>	Common Stock	<u>(4)</u>
PSU issued in 2015 <sup>(4)</sup>	<u>(2)</u>	03/09/2015		A	8,460	<u>(5)</u>	<u>(5)</u>	Common Stock	<u>(4)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEHLKE RICHARD W HEIDRICK & STRUGGLES INTERNATIONAL, INC. 233 S. WACKER DRIVE, SUITE 4200 CHICAGO, IL 60606			Chief Financial Officer	

## Signatures

/s/ Stephen W. Beard,  
 Attorney-In-Fact

03/11/2015

\*\*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) Represents the vesting of PSUs granted on March 8, 2012 in the amount 9,093 which were subject to the achievement of certain performance measures and issued based on a graduated scale ranging from 0 to 200 percent of the initial target amount.
- (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 the closing price of HSII common stock on the grant date in March of the respective year.
- (3) Reflects shares acquired from 2012-2014 RSU and PSU vesting reported on Table II.
- (4) Granted under the Company's Global Share Plan. Each Restricted Stock Unit (RSU) and Performance Stock Unit (PSU) represents a right to receive one share of the Issuer's Common Stock upon vesting.
- (5) 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. 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.