Edgar Filing: HEIDRICK & STRUGGLES INTERNATIONAL INC - Form 4

HEIDRICK & ST Form 4 March 14, 2005	RUGGLES	INTERN	ATION	AL INC						
									OMB APPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						N OMB Number:	3235-0287			
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 OWNERSHI SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1 Section 17(a) of the Public Utility Holding Company Act of 1935 or 30(h) of the Investment Company Act of 1940								Estimated burden ho response	Estimated average burden hours per response 0.5	
(Print or Type Respon	ises)									
1. Name and Address GWIN BONNIE	Person <u>*</u>	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) (1 233 S. WACKEF 4200	Middle) UITE	3. Date of Earliest Transaction (Month/Day/Year) 03/11/2005			Director 10% Owner X_ Officer (give title Other (specify below) Regional Managing Partner					
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)				nal	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 					
(City) (S	State)	(Zip)	Tab	le I - Non-I	Derivativ	ve Securities A	Acquired, Disposed	of, or Beneficia	ally Owned	
	nsaction Date th/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3	ed (A) or ed of (D) 3, 4 and 5) (A) or	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)	
Reminder: Report on	a separate line	for each cl	ass of sect	urities benef	Pers info requ disp	sons who res rmation con uired to resp	or indirectly. spond to the collect tained in this form ond unless the fo ontly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Secu

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Management Options (Right To Buy) <u>(1)</u>	\$ 36.17	03/10/2005		А	10,000	<u>(1)</u>	03/10/2010	Common Stock	1
Management Restricted Stock Options (2)	\$ 36.17	03/10/2005		A	5,000	(2)	<u>(2)</u>	Common Stock	5
Retention Restricted Stock Units	\$ 36.17	03/10/2005		A	30,000	03/10/2008(3)	<u>(3)</u>	Common Stock	3

Reporting Owners

Reporting Owner Name / Address	Relationships					
FB	Director	10% Owner	Officer	Other		
GWIN BONNIE 233 S. WACKER DRIVE SUITE 4200 CHICAGO, IL 60606			Regional Managing Partner			
Signatures						

Stephen W. Beard, Attorney-In-Fact

**Signature of Reporting Person

03/14/2005 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 award vests ratably over three years (i.e., 1/3 on 3/10/06, 1/3 on 3/10/07 and 1/3 3/10/08).
- (2) This award vests ratably over three years (i.e., 1/3 on 3/10/06, 1/3 on 3/10/07 and 1/3 on 3/10/08). Upon vesting, these securities automatically convert into an equal number of shares of Company common stock.
- (3) This award vests on 3/10/08. Upon vesting, these securities automatically convert into an equal number of shares of Company common stock.

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.