Edgar Filing: HEIDRICK & STRUGGLES INTERNATIONAL INC - Form 4/A

HEIDRICK & STRUGGLES INTERNATIONAL INC Form 4/A April 18, 2005 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ROCHE GERARD R Issuer Symbol **HEIDRICK & STRUGGLES** (Check all applicable) **INTERNATIONAL INC [HSII]** (Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) C/O HEIDRICK & 03/15/2005 STRUGGLES, 233 S. WACKER, **SUITE 4200** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person 03/18/2005 Form filed by More than One Reporting CHICAGO. IL 60606 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Transaction(A) or Disposed of (D) Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial anv (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common \$ 03/15/2005 206,414 D M 3.347 A 36.76 Stock (1) Common $F^{(2)}$ 03/15/2005 1.160 D 205.254 D Stock

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: HEIDRICK & STRUGGLES INTERNATIONAL INC - Form 4/A

 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 ctionof Derivative Securities 3) 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. I Der Sec (Ins
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units <u>(1)</u>	\$ 0	03/15/2005		М		3,347	03/15/2005	<u>(1)</u>	Common Stock	3,347	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting O when I tunte / I tunte of	Director	10% Owner	Officer	Other			
ROCHE GERARD R C/O HEIDRICK & STRUGGLES 233 S. WACKER, SUITE 4200 CHICAGO, IL 60606	Х						
Signatures							
Stephen W. Beard, Attorney-In-Fact	04/1	.8/2005					
<u>**</u> 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) These Restricted Stock Units, granted on March 15, 2002, automatically convert into an equal number of shares of the Company's common stock upon vesting.
- (2) Number of shares withheld for tax purposes
- (3) Correction to total amount due to calculation error

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.