#### Edgar Filing: HEIDRICK & STRUGGLES INTERNATIONAL INC - Form 4

#### HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

September 27, 2005

<b>FORM</b>	4	UNITED	Q1

### TATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

0.5

**OMB APPROVAL** 

Section 16. Form 4 or Form 5

**SECURITIES** 

Estimated average burden hours per response...

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

KELLY L KEVIN

2. Issuer Name and Ticker or Trading

Symbol

**HEIDRICK & STRUGGLES** 

5. Relationship of Reporting Person(s) to

Issuer

INTERNATIONAL INC [HSII]

(Month/Day/Year)

(Middle)

(Month/Day/Year) Execution Date, if

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

09/26/2005

Director 10% Owner X\_ Officer (give title Other (specify

(Check all applicable)

President, EMEA

233 S. WACKER DRIVE, SUITE

(First)

(Street)

4200

Security

(Instr. 3)

(Last)

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

below)

CHICAGO, IL 60606

(City) (State) (Zip) 2. Transaction Date 2A. Deemed 1. Title of

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3.

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Ownership Owned

(Instr. 4)

(Instr. 4)

Following Reported

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion

6. Date Exercisable and 5. Number (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of Underlying Securities

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Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired Derivative (A) or Security Disposed of (D) (Instr. 3, 4, and 5) Code V (A) Title (D) Date Expiration Amount Exercisable Date or Number of Shares Restricted 7,500 Common \$ 44.875 09/26/2004 09/26/2005 Stock E 09/26/2005 7,500 Stock Units

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KELLY L KEVIN 233 S. WACKER DRIVE SUITE 4200 CHICAGO, IL 60606

President, EMEA

# **Signatures**

Stephen W. Beard,

Attorney-In-Fact 09/27/2005

\*\*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 non-qualified stock option was awarded on September 26, 2000 with an expiration date of September 26, 2005.

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.

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