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HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4 April 02, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 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 *

PERRO VINCENT C

2. Issuer Name and Ticker or Trading Symbol

HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]

3. Date of Earliest Transaction

(Last) (First) (Middle)

233 SOUTH WACKER

DRIVE, SUITE 4200

(State)

(Street)

4. If Amendment, Date Original

(Month/Day/Year)

03/31/2007

Filed(Month/Day/Year)

CHICAGO, IL 60606

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner Other (specify X_ Officer (give title

below) Pres., Leadership Consulting

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

(City)

1. Title of 2. Transaction Date 2A. Deemed

Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

(Zip)

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

(Instr. 3, 4 and 5) (A)

or

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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 Derivative Conversion

3. Transaction Date 3A. Deemed

5. (Month/Day/Year) Execution Date, if TransactionNumber

6. Date Exercisable and **Expiration Date**

7. Title and Amount of

8. Price of 9. Nu Derivative Deriv

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Security	or Exercise	any	Code	of	(Month/Day	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of	(Month/Day/Year)	(Instr. 8	Derivative Securities Acquired (A) or Disposed			Securities (Instr. 3 and 4)		(Instr. 5)	Bene
	Derivative	· · · · · ·								Owne
	Security									Follo
	-									Repo
										Trans
				of (D)	of (D) (Instr. 3, 4, and 5)					(Instr
				(Instr. 3						
				4, and 3						
			Code V	/ (A) (I	D) Date	Expiration	Title	Amount		
					Exercisable	*		or		
							Number			
								of		
								Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

PERRO VINCENT C 233 SOUTH WACKER DRIVE **SUITE 4200** CHICAGO, IL 60606

Pres., Leadership Consulting

Signatures

Stephen W. Beard, 04/02/2007 Attorney-in-Fact

**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).

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.

Reporting Owners 2