

HEIDRICK & STRUGGLES INTERNATIONAL INC
 Form 3
 February 14, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * Â Wolstencroft Tracy R (Last) (First) (Middle) 233 S. WACKER DR. (Street) CHICAGO,Â ILÂ 60606 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/03/2014	3. Issuer Name and Ticker or Trading Symbol HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President & CEO	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Restricted Stock Units <u>(1)</u>	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	125,000 <u>(1)</u>	\$ <u>(1)</u>	D	Â
Performance Restricted Stock Units <u>(3)</u>	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	125,000 <u>(3)</u>	\$ <u>(3)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolstencroft Tracy R 233 S. WACKER DR. CHICAGO, IL 60606	Â X	Â	Â President & CEO	Â

Signatures

/s/ Stephen W Beard,
Attorney-in-Fact

02/14/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Granted under the Company's Global Share Plan. Each RSU represents a right to receive one share of the Issuer's Common Stock upon vesting.
 - (2) The RSUs are service-based and will vest in three equal installments (specifically on the third, fourth and fifth anniversaries of the date of grant), generally subject to the Reporting Person's continued employment with the Company.
 - (3) Granted under the Company's Global Share Plan. Each PSU represents a right to receive one share of the Issuer's Common Stock upon vesting.
The PSUs will vest upon the later of the 2nd anniversary of the date of grant, or specified stock price increases (specifically, 31,250 PSUs
 - (4) may vest upon the achievement of each price increase at 115%, 130%, 145% and 160%), generally subject to the Reporting Person's continued employment with the Company.

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.