

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>KELLY L KEVIN</u> (Last) (First) (Middle) 233 S. WACKER DRIVE SUITE 4200 (Street) CHICAGO IL 60606 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/12/2004	3. Issuer Name and Ticker or Trading Symbol <u>HEIDRICK & STRUGGLES INTERNATIONAL INC [HSI]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Regional Managing Partner	5. If Amendment, Date of Original Filed (Month/Day/Year) 01/12/2004 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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)
Common Stock	2,298	D	

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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee Stock Option (Right to Buy)	(1)	04/26/2009	Common Stock	1,500	14	D
Employee Stock Option (Right to Buy)	(2)	04/26/2009	Common Stock	108	14	D
Employee Stock Option (Right to Buy)	(3)	03/06/2010	Common Stock	3,000	40.725	D
Employee Stock Option (Right to Buy)	(4)	09/26/2005	Common Stock	7,500	44.875	D
Employee Stock Option (Right to Buy)	(5)	03/06/2011	Common Stock	1,525	35.125	D
Employee Stock Option (Right to Buy)	(6)	03/06/2007	Common Stock	4,000	18.4	D
Employee Stock Option (Right to Buy)	(7)	03/06/2008	Common Stock	30,000	11.9	D
Employee Restricted Stock Unit	(8)	03/07/2004	Common Stock	5,852	0	D
Employee Restricted Stock Unit	(9)	03/15/2005	Common Stock	5,021	0	D
Employee Restricted Stock Unit	(10)	03/06/2006	Common Stock	5,042	0	D
Employee Restricted Stock Unit	(11)	03/06/2006	Common Stock	4,613	0	D

Explanation of Responses:

- Options will vest 20% on each of the first five anniversaries of the date of issuance (4/26/99).
- Options will vest in year 9 with vesting accelerated to as early as 5 years if certain company imposed guidelines are met.
- Options will vest 20% on each of the first 5 anniversaries of the date of issuance (3/06/00)
- Options will vest 25% on each of the first 4 anniversaries of the date of issuance (09/26/2000).
- Options will vest 20% on each of the first 5 anniversaries of the date of issuance (3/06/01)
- Options will vest 33 1/3% on each of the first 3 anniversaries of the date of issuance (03/06/2002).
- Options will vest 33 1/3% on each of the first 3 anniversaries of the date of issuance (03/06/2003).
- RSU's will cliff vest on the 3rd anniversary of the date of issuance (03/06/2001). Upon vest automatic conversion into equal number of shares of Common Stock.
- One-third of the RSU's vested immediately upon date of issuance (3/15/02). One-third will vest two years after date of issuance. One-third will vest 3 years after date of issuance. Upon vest automatic conversion into equal number of shares of Common Stock
- RSU's will vest 33 1/3% on each of the first 3 anniversaries of the date of issuance (03/06/2003). Upon vest automatic conversion into equal number of shares of Common Stock.
- RSU's will vest 33 1/3% on each of the first 3 anniversaries of the date of issuance (03/06/2003). Upon vest automatic conversion into equal number of shares of Common Stock.

Mary D. Olawumi, Attorney-in-Fact 01/12/2004

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

