

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>EMINENCE CAPITAL LLC</u>	2. Date of Event Requiring Statement (Month/Day/Year) 11/11/2002	3. Issuer Name and Ticker or Trading Symbol <u>HEIDRICK &amp; STRUGGLES INTERNATIONAL INC [ HSII ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Deemed to be 10% owner</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) 65 EAST 55TH STREET, 25TH FLOOR			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
(Street) NEW YORK NY 10022			
(City) (State) (Zip)			

## 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	1,220,418	I	Owned by Eminence Partners, L.P. <sup>(1)</sup>
Common Stock	85,327	I	Owned by Eminence Partners II, L.P. <sup>(1)</sup>
Common Stock	894,255	I	Owned by Eminence Fund, Ltd. <sup>(2)</sup>
Common Stock	1,100	I	(See footnote) <sup>(3)</sup>

## 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	Title	Amount or Number of Shares			

## Explanation of Responses:

- Such shares are owned by this investment partnership for which the Reporting Person serves as investment manager and for which an affiliate of the Reporting Person, Eminence GP, LLC, serves as general partner (the "General Partner"). The Reporting Person expressly disclaims beneficial ownership of these shares for purposes of Section 16 of the Securities Act of 1934, as amended, or otherwise, except to the extent of the Reporting Person's indirect pecuniary interest therein. Additionally, persons who are principals of the Reporting Person and of the General Partner may be deemed to have an indirect pecuniary interest in a portion of the shares, as to which the Reporting Person disclaims any economic or beneficial interest.
- Such shares are owned by this investment vehicle for which the Reporting Person serves as investment manager. The Reporting Person expressly disclaims beneficial ownership of these shares for purposes of Section 16 of the Securities Act of 1934, as amended, or otherwise except to the extent of the Reporting Person's indirect pecuniary interest therein.
- Such shares are owned by a Uniform Gifts to Minors Act account for the benefit of two children of the Reporting Person's managing member. The Reporting Person expressly disclaims beneficial ownership of these shares for purposes of Section 16 of the Securities Act of 1934, as amended, or otherwise.

Ricky Sandler, Managing  
Member

10/24/2003

\*\* 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.

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 Number.