FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPRO	VAL
	OMB Number:	3235-0287
l	Estimated average burde	en
l	hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>UNRUH V PAUL</u>							2. Issuer Name and Ticker or Trading Symbol HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]									licable) tor	10%	Owner
`		3. Date of Earliest Transaction (Month/Day/Year) 05/22/2014										below)						
(Street) CHICAGO IL 60606 (City) (State) (Zip)				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)										ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
	Tabl	e I - Nor	n-Deriv	ative	Se	curitie	es Ac	quired,	Dis	posed o	f, or	Ben	eficia	ally C	wne	d		
Date						Executio f any	n Date,	Code (Transaction Disposed Code (Instr. 5)		ties Acquired (A)			4 and Sec Ben Owr		ties cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
										Amount	Amount (A) or (D)		Price	- 1-	Transaction(s) (Instr. 3 and 4)			(msu. 4)
Stock ⁽¹⁾			/2014	2014		A		6,058		A	\$18.57		33	3,418	D			
	Та													/ Ow	ned			
2. Conversion or Exercise Price of Derivative Security		if any	Date, ny/Year)	pate, Transa Code (i 8)		of Deriv Secu Acqu (A) o Disp of (D (Insti	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year) Date Expiration			Amour or Numbe		Deriva Secur	vative urity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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One Securities Acquired (A) or Beneficially Owned (Conversion Date (Month/Day/Year) (M

Explanation of Responses:

Common stock awarded as director compensation.

Remarks:

/s/ STEPHEN W. BEARD, Attorney in Fact 05/27/2014

** 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 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.

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.