

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Caldera Richard</u>  (Last) (First) (Middle) <u>HEIDRICK &amp; STRUGGLES</u> <u>233 SOUTH WACKER DRIVE</u>  (Street) <u>CHICAGO IL 60606</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HEIDRICK &amp; STRUGGLES INTERNATIONAL INC [ HSII ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief HR Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/30/2011</u>	
	4. If Amendment, Date of 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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/30/2011		M		1,167	A	\$20.95	8,090 <sup>(1)</sup>	D	
Common Stock	05/30/2011		F		368	D	\$20.95	7,722	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0	05/30/2011		M			1,167	(2)	(3)	Common Stock	1,167	\$0	12,738	D	

Explanation of Responses:

- Prior to reporting the transaction herein, the total shares held were decreased by 1,311 shares from the most recent Form 4 filing due to an administrative error in total holdings reported on previous filings.
- This award vested ratably over three years. Upon vesting, the restricted stock units automatically converted into an equal number of shares of Company common stock.
- Since restricted stock units automatically converted to common stock upon vesting, there is no expiration date for this award.

Stephen W. Beard, Attorney-in-Fact

06/01/2011

\*\* 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Stephen W. Beard and K. Steven Blake, each signing singly, the undersigned's true and lawful attorneys-in-fact, to execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Heidrick & Struggles International, Inc. (the "Company"), the following:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Heidrick & Struggles International, Inc. (the "Company"),
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 with respect to the undersigned's filing of such forms with the Internal Revenue Service, and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the interest of and for the benefit of the undersigned.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, and proper to carry out the above and to execute the same, and to sign, execute, deliver, record, and file all instruments and documents that may be necessary or proper in connection with the foregoing, and to do and perform any and every act and thing whatsoever requisite, necessary, and proper to carry out the above and to execute the same, and to sign, execute, deliver, record, and file all instruments and documents that may be necessary or proper in connection with the foregoing.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's filing of such forms with the Internal Revenue Service.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5th day of May, 2008.

/s/ Richard J. Caldera \_\_\_\_\_  
Signature

\_\_\_\_\_  
Print Name: Richard J. Caldera