FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

r subject to	
m 5 ๋	
200	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPI	ROVAL
OMB Number:	3235-0287
Estimated average bi	urden
hours per response:	0.5

Check this box if no longe Section 16. Form 4 or For 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* Beard, Stephen W. (First) (Middle)					H	2. Issuer Name and Ticker or Trading Symbol HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]								Relationship of Reporting Person(s) to Issuer (Check all applicable) Director				
INC.		GGLES INTER		L,		Date of /08/20	f Earliest	Transac	ction (Moi	nth/D	ay/Year)			below)	AO, GC	& Se	,	
233 S. WA	ACKER DR	IVE, SUITE 420	4. If Amendment, Date of Original Filed (Month/Day/Year)							Individual or Joint/Group Filing (Check Applicable Line)								
(Street) CHICAGO IL 60606				-							У	X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(Sta	,	Zip)															
4 =			ole I - Nor			_			·	Disp	osed of,			_				7. Natura at
1. Title of Se	ecurity (Instr.	3)		Date	2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Disposed O			4 and 5) Securities Beneficial Owned Fo		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	Reported Transaction(s) (Instr. 3 and 4)				(11150: 4)
Common S	Stock			03/0	08/201	3			M		1,338	A	\$0	11,4	151		D	
Common S				03/08/2013		_			M		1,686	A	\$0	<u> </u>	13,137		D	
Common S	Stock			03/0	08/201	3			M		2,424	A	\$0	15,5	561		D	
l												D £						
			Table II - I								osed of, o onvertible			owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		d Date,		call		ber of ive ies ed (A) osed nstr. 3,	option	S, C Exerci	onvertible		d Amount es	8. Price of Derivative Security (Instr. 5)	9. Numbe derivativ Securitie Beneficia Owned Following Reported	es ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Deemed Execution I if any	d Date, //Year)	4. Transa Code (call	5. Numb Derivati Securiti Acquire or Dispo of (D) (I	ber of ive ies ed (A) osed nstr. 3,	6. Date E	Exerc on Da Day/Y	onvertible	7. Title and of Securiti Underlying Derivative	d Amount es	8. Price of Derivative Security	derivative Securitie Beneficia Owned Following	es ally g d	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Deemed Execution I if any	d Date, //Year)	4. Transa Code (8)	calls action Instr.	5. Numberivation Securitification of CD) (In 4 and 5)	ber of ive ies ed (A) osed nstr. 3,	6. Date E Expiration (Month/I	Exerc on Da Day/Y	onvertible isable and te ear) Expiration	7. Title and of Securiti Underlying Derivative (Instr. 3 and	d Amount es Security d 4)	8. Price of Derivative Security	derivative Securitie Beneficia Owned Following Reported Transact	es ally g d	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution I if any	d Date, //Year)	4. Transa Code (8)	calls action Instr.	5. Numberivation Securitification of CD) (In 4 and 5)	ber of live lies ed (A) osed nstr. 3,	Option 6. Date Expiration (Month/IIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIII	Exerc on Da Day/Y	onvertible isable and te ear) Expiration Date	e securi 7. Title and of Securiti Underlying Derivative (Instr. 3 and Title Common	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	derivativ Securitie Beneficia Owned Followin Reported Transact (Instr. 4)	ee ally g d d: cion(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
Derivative Security (Instr. 3) Restricted Stock Units Restricted	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution I if any	d Date, //Year)	4. Transa Code (8) Code	calls action Instr.	5. Numberivation Securitification of CD) (In 4 and 5)	ber of ive ies ed (A) osed nstr. 3,)	Option 6. Date Expiration (Month/I	Exerc on Da Day/Y	ear) Expiration Date	e securi 7. Title and of Securiti Underlying Derivative (Instr. 3 and Title Common Stock Common	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	derivativ Securitie Beneficia Owned Followin Reportec Transact (Instr. 4)	ee es ally g d d diction(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
Derivative Security (Instr. 3) Restricted Stock Units Restricted Stock Units Restricted	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year) 03/08/2013 03/08/2013	3A. Deemed Execution I if any	d Date, //Year)	4. Transa Code (8) Code M M	calls action Instr.	5. Numberivation Securitification of CD) (In 4 and 5)	tants, ber of live les and (A) oosed nstr. 3,) (D) 1,338	Option 6. Date Expiration (Month/I Date Exercise (2)	Exerc on Da Day/Y	Expiration Date	7. Title and of Securiti Underlying Derivative (Instr. 3 and Title Common Stock Common Stock	Amount or Number of Shares 1,338	8. Price of Derivative Security (Instr. 5)	derivativ Securitie Beneficie Owned Following Reportec Transact (Instr. 4)	e e s ally g diction(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
Restricted Stock Units	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year) 03/08/2013 03/08/2013	3A. Deemed Execution I if any	d Date, //Year)	Code M M M	calls action Instr.	5. Numl Derivati Securiti Acquire or Dispo of (D) (I 4 and 5)	tants, ber of live lies and (A) oosed nstr. 3,) (D) 1,338	Option 6. Date Expiration (Month/II Date Exercise (2) (4) (5)	Exerc on Da Day/Y	Expiration Date (3) (3)	Title Common Stock Common Stock Common	Amount or Number of Shares 1,338 1,686 2,424	8. Price of Derivative Security (Instr. 5)	derivativ Securitie Beneficie Owned Following Reportee Transact (Instr. 4)	e e e e e e e e e e e e e e e e e e e	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
Restricted Stock Units Restricted Stock Units Restricted Stock Units Restricted Stock Units Performance	Conversion or Exercise Price of Derivative Security (1) (1) (1)	3. Transaction Date (Month/Day/Year) 03/08/2013 03/08/2013 03/08/2013	3A. Deemed Execution I if any	d Date, //Year)	puts, 4. Transa Code (M M M A	calls action Instr.	5. Numl Derivati Securiti Acquire or Disproof (D) (I 4 and 5)	tants, ber of live lies and (A) oosed nstr. 3,) (D) 1,338	Option 6. Date Expiration (Month/II Date Exercise (2) (4) (5)	Exerc on Da Day/Y	Expiration Date (3) (3) (3)	Title Common Stock	Amount or Number of Shares 1,338 1,686 2,424 12,599	8. Price of Derivative Security (Instr. 5)	derivativ Securitie Beneficie Owned Following Reportee Transact (Instr. 4)	e essally g g idicion(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
Restricted Stock Units	Conversion or Exercise Price of Derivative Security (1) (1) (1) (8)	3. Transaction Date (Month/Day/Year) 03/08/2013 03/08/2013 03/08/2013	3A. Deemed Execution I if any	d Date, //Year)	puts, 4. Transa Code (M M M A	calls action Instr.	5. Numl Derivati Securiti Acquire or Disproof (D) (I 4 and 5)	tants, ber of live lies and (A) oosed nstr. 3,) (D) 1,338	Option 6. Date Expiration (Month/II Date Exercise (2) (4) (5) (7) (10)	Exerc on Da Day/Y	Expiration Date (3) (3) (3) (10)	Title Common Stock	Amount or Number of Shares 1,338 1,686 2,424 12,599	8. Price of Derivative Security (Instr. 5)	derivativ Securitie Beneficie Owned Following Reportee Transact (Instr. 4)	e essally g g idinion(s)	Durership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

- 1. Each restricted stock unit represents a contingent right to receive one share of Heidrick & Struggles International, Inc. (the "Company") common stock
- 2. This award has fully vested.
- 3. Since restricted stock units automatically convert to common stock upon vesting, there is no expiration date for this award.
- 4. The remaining portion of this award vests on March 8, 2014.
- 5. The remaining portion of this award yests in two equal installments on March 8, 2014 and March 8, 2015.
- 6. This award of restricted stock units was approved by the Human Resources and Compensation Committee on February 7, 2013, and granted on March 8, 2013, the next date of the six pre-established dates for granting equity awards.
- 7. This award vests in three equal installments on March 8, 2014, March 8, 2015 and March 8, 2016
- 8. Each performance stock unit represents a contingent right to receive one share of Company common stock.
- 9. This award of performance stock units was approved by the Human Resources and Compensation Committee on February 7, 2013, and granted on March 8, 2013, the next date of the six pre-established dates for granting equity awards.
- 10. Represents the target number of performance stock units. The actual number of shares to be issued, which could range from 0 to 200 percent of the initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period. The shares, if any, will be issued 36 months from the grant date (March 8, 2013).
- 11. The remaining portion of this award vests on December 20, 2013.
- 12. Represents the target number of performance stock units. The actual number of shares to be issued, which could range from 0 to 200 percent of the initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period. The shares, if any, will be issued 36 months from the grant date (March 8, 2011).
- 13. Represents the target number of performance stock units. The actual number of shares to be issued, which could range from 0 to 200 percent of the initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period. The shares, if any, will be issued 36 months from the grant date (March 8, 2012).

Stephen W. Beard

03/12/2013

** 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.