SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

) S 0	Check this box if no longer subject to Section 16. Form 4 or Form 5 bligations may continue. <i>See</i> nstruction 1(b).
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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	hours per response:	0.5
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Direct (D) or Indirect

(I) (Instr. 4)

D

(Instr. 4)

1. Name and Address of Reporting Person* BEATTIE RICHARD I				2. Issuer Name and Ticker or Trading Symbol HEIDRICK & STRUGGLES							(Ch	eck all appli	ationship of Reporting Person(s) to Issuer k all applicable)							
					INTERNATIONAL INC [HSII]								4	X Directo			10% Ov	-		
													_	Office below	(give title		Other (s below)	specify		
(Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year)								below			below)				
233 S. WACKER DR.				05/22/2014																
<i>.</i>					4 If Am	endment Date	of Orio	l lenir	Eilod	(Month/D	av/Vc	ar)	6 Ir	6. Individual or Joint/Group Filing (Check Applicable						
(Street)					4. II AII	4. If Amendment, Date of Original Filed (Month/Day/Year)						Line								
CHICAC	60 IL	, (50606									X Form filed by One Reporting Person								
														Form	filed by Mor	e than (One Repo	rting		
	(6	toto)	(7 in)											Perso	n			Ŭ		
(City)	(5	tate) ((Zip)																	
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3) 2. Transa Date (Month/D				Execution Date,			Code (Instr. 5)					Benefic	rities F ficially (I		Direct Indirect	7. Nature of Indirect Beneficial Ownership				
					(MONUL/Day/Tear)			, , ,						- Reporte	ed (1)			(Instr. 4)		
								ode	v	Amount		(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)						
		т	able II - I	Derivat	ive Sec	urities Aco	uired		isno	sed of	or	Benef	icially	Owned	······					
	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	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Day	Date, T	Transaction of Ex			Expiration Date Amo (Month/Day/Year) Secu			tle and ount of urities erlying		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially		.0. Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership			

1. Granted under the Company's Global Share Plan. Each Restricted Stock Unit (RSU) represents a right to receive one share of the Issuer's Common Stock upon vesting.

Acquired

(A) or Disposed of (D)

(Instr. 3, 4 and 5)

(A)

6.058

2. The number of RSUs awarded to the Reporting Person was determined by dividing the total dollar value of director compensation granted to the Reporting Person by \$18.57, the closing price of HSII common stock on May 22, 2014.

Date

Exercisable

(3)

(D)

Expiration

(3)

Date

3. The RSUs are fully vested and payable upon the Reporting Person's termination of service to the Company's Board of Directors.

Remarks:

Restricted

Stock

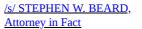
Units⁽¹⁾

Price of Derivative

Security

(2)

Explanation of Responses:



Underlying Derivative S

Title

Common

Stock

(Instr. 3 and 4)

ecurity

Amount or Number

Shares

(1)

(2)

Owned

Following Reported Transaction(s)

(Instr. 4)

05/27/2014

13,960

** Signature of Reporting Person

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).

03/22/2014

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Code v

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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.

Date