
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

**ANNUAL REPORT
PURSUANT TO SECTION 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the fiscal year ended December 31, 2003.

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the transition period from _____ to _____.

Commission file number 000-25837

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**HEIDRICK & STRUGGLES, INC.
401(k) PROFIT SHARING AND RETIREMENT PLAN**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**HEIDRICK & STRUGGLES INTERNATIONAL, INC.
233 South Wacker Drive
Suite 4200
Chicago, Illinois 60606
312-496-1200**

HEIDRICK & STRUGGLES, INC.
401(k) PROFIT SHARING AND RETIREMENT PLAN

Financial Statements and Supplemental Schedule

December 31, 2003 and 2002

(With Report of Independent Registered Public Accounting Firm Thereon)

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**HEIDRICK & STRUGGLES, INC.
401(k) PROFIT SHARING AND RETIREMENT PLAN**

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Report of Independent Registered Public Accounting Firm

The Plan Administrator and the Investment Committee
Heidrick & Struggles, Inc. 401(k) Profit Sharing and Retirement Plan:

We have audited the accompanying statements of net assets available for benefits of Heidrick & Struggles, Inc. 401(k) Profit Sharing and Retirement Plan (the Plan) as of December 31, 2003 and 2002, and the related statement of changes in net assets available for benefits for the year ended December 31, 2003. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits as of December 31, 2003 and 2002, and the changes in net assets available for benefits for the year ended December 31, 2003, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule, Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2003, is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ KPMG LLP

Chicago, Illinois
June 25, 2004

HEIDRICK & STRUGGLES, INC.
401(k) PROFIT SHARING AND RETIREMENT PLAN

Statements of Net Assets Available for Benefits
as of December 31, 2003 and 2002

	<u>2003</u>	<u>2002</u>
Assets:		
Investments, at fair value:		
Mutual funds	\$ 73,176,874	\$ 63,179,634
Heidrick & Struggles International, Inc. stock funds	14,414,813	13,991,071
Participant loans	386,128	435,163
Total investments	<u>87,977,815</u>	<u>77,605,868</u>
Receivables:		
Company contribution	821,448	976,543
Total receivables	<u>821,448</u>	<u>976,543</u>
Net assets available for benefits	<u>\$ 88,799,263</u>	<u>\$ 78,582,411</u>

See accompanying notes to financial statements.

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HEIDRICK & STRUGGLES, INC.
401(k) PROFIT SHARING AND RETIREMENT PLAN
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2003

Additions to net assets attributed to:	
Interest and dividend income	\$ 1,211,664
Interest on participant loans	24,490
Contributions - Company	668,306
Contributions - participant	4,104,099
Contributions - participant rollovers	230,993
Net appreciation in fair value of investments	15,054,631
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Total additions	21,294,183
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Deductions from net assets attributed to:	
Benefits paid to participants	11,076,049
Administrative expenses	1,282
Total deductions	11,077,331
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Increase in net assets	10,216,852
Net assets available for benefits:	
Beginning of year	78,582,411
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End of year	\$ 88,799,263
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See accompanying notes to financial statements.

HEIDRICK & STRUGGLES, INC.
401(k) PROFIT SHARING AND RETIREMENT PLAN
Notes to Financial Statements

(1) Description of Plan

The following description of the Heidrick & Struggles, Inc. 401(k) Profit Sharing and Retirement Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan was established as of January 1, 1989, as the result of the merger of the Heidrick & Struggles 401(k) Profit Sharing Plan and the Heidrick & Struggles, Inc. Pension Plan. The plan sponsor is Heidrick & Struggles, Inc. (the Company), a wholly owned subsidiary of Heidrick & Struggles International, Inc. (HSII). The Plan is a defined contribution plan established for the benefit of the Company's eligible employees and the eligible employees of any other organization designated by HSII's Board of Directors.

The Plan provides for elective contributions on the part of the participating employees and for employer matching contributions. The Plan extends coverage to each employee of the participating employers who have completed three months of service and attained age 21. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended, and provisions of the Internal Revenue Code of 1986 as it pertains to plans intended to qualify under Section 401(a) of that Code.

Vanguard Fiduciary Trust Company (VFTC) is the trustee of the Plan under a contractual agreement with the Company. VFTC maintains all records of the Plan and assumes responsibility for proper allocation of income among all participants' accounts in the Plan. The Plan is administered by a Plan Administrator and an Investment Committee, the latter which is appointed by the Company's Board of Directors.

Contributions

After completing three months of service and attaining age 21, participants may contribute up to 50% of their eligible compensation up to the maximum allowed by the Internal Revenue Code (IRC). For 2003 and 2002, the Company matched contributions of those employees with one year of service on a two-for-one basis up to a maximum Company contribution of \$2,000 per participant. Additionally, the Company has the option of making discretionary contributions to participants with one year of service. This discretionary amount is determined each year by the Company. For the 2003 and 2002 plan years, the Company elected not to make a discretionary contribution.

Vesting and Forfeitures

Participants are immediately vested in their voluntary contributions as well as in their employer's matching contributions and earnings thereon. Vesting in the Company's discretionary contributions and earnings thereon commences after three years of service (at least 1,000 hours per year) according to the following schedule: 20% vested after three years of service, 40% vested after four years of service, 60% vested after five years of service, 80% vested after six years of service, and 100% vested after seven years of service. Nonvested portions of Company discretionary contributions are forfeited as of a participant's termination date and are offset against the Company's contribution.

HEIDRICK & STRUGGLES, INC.
401(k) PROFIT SHARING AND RETIREMENT PLAN
Notes to Financial Statements

At December 31, 2003 forfeited nonvested accounts totaled \$169,631. These accounts will be used to reduce future employer contributions. Also, in 2003, employer contributions were reduced by \$153,142 from forfeited non vested accounts. In addendums to the Plan dated June 18, 2001, October 29, 2001, January 31, 2002 and October 30, 2002, the Plan was amended to permit certain participants to receive accelerated vesting on any unvested portions of their account so long as they satisfied certain conditions of eligibility.

Participant Accounts

Participants may direct their account balance among the various investment options offered by the Plan. Each participant's account is credited with the participant's contributions, the Company's matching contributions, and an allocation of the Company's discretionary contribution and plan earnings. Allocations are based on participant earnings or account balances, as defined in the plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Payment of Benefits

When a participant terminates his/her employment with the Company and elects to receive a distribution, the participant's vested account may be rolled over to a qualified plan or be distributed as a lump-sum amount. For a participant who has "prior money pension purchase" monies who terminates his/her employment with the Company and elects to receive a distribution, the participant's vested account for those monies only may (a) be rolled over to a qualified plan, (b) be distributed as a lump-sum amount, or (c) be applied toward the purchase of various types of annuities.

Loans to Participants

Participants may borrow the lesser of \$50,000 or one-half of their vested account balance in the Plan, with a minimum loan amount of \$1,000. Loans are repayable through payroll deductions over periods ranging up to 60 months. Loans are secured by the balance in the participant's account and bear interest at the prime rate plus 1%. Principal and interest are paid ratably through payroll deductions.

Plan Termination

Although it has not expressed an interest to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

(2) Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

HEIDRICK & STRUGGLES, INC.
401(k) PROFIT SHARING AND RETIREMENT PLAN
Notes to Financial Statements

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of additions to and deductions from net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Valuation of Investments

Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Heidrick & Struggles International, Inc. common stock is valued at its year-end closing share price (comprised of year-end market price plus uninvested cash position). Other equity securities are valued at the last quoted sales price as of the close of trading at year-end; such securities not traded on the year-end date are valued at the last quoted bid prices. Fixed income securities are valued using the last quoted bid price. Participant loans are valued at cost, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned and dividends are recorded on the ex-dividend date. Capital gain distributions are included in dividend income.

Payments of Benefits

Benefits are recorded when paid.

(3) Investments

The following presents investments that represent 5% or more of the Plan's net assets at December 31:

	2003	2002
Vanguard Total Bond Market Index Fund	\$ 5,393,316	\$ 5,157,057
Vanguard Windsor II Fund Investor Shares	7,531,134	6,461,678
Heidrick & Struggles Pre-IPO Stock Fund	14,318,807	13,693,741
Vanguard Prime Money Market Fund	19,756,814	21,534,756
Vanguard Wellington Fund Investor Shares	4,805,333	3,951,170
Vanguard Total Stock Market Index Fund Investor Shares	9,968,813	6,326,211
Vanguard Strategic Equity Fund	6,340,415	4,275,508

During 2003, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Mutual funds	\$ 10,352,688
Heidrick & Struggles International, Inc. stock funds	4,701,943
	<u>\$ 15,054,631</u>

HEIDRICK & STRUGGLES, INC.
401(k) PROFIT SHARING AND RETIREMENT PLAN
Notes to Financial Statements

The Plan provides for investments in common stock and mutual funds that, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

(4) Party-in-Interest Transactions

Certain Plan investments are shares of mutual funds managed by Vanguard Group, an affiliate of VFTC. VFTC is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

Administrative and trustee fees related to the general administration of the Plan are paid by the Plan. The Company provides certain administrative services to the Plan and pays substantially all other expenses of the Plan.

As of December 31, 2003, the Plan held 661,230 shares of HSII common stock with a cost of \$1,462,436 and a current value of \$14,414,813. This represents 3.6% of HSII's outstanding stock at December 31, 2003. During the year ended December 31, 2003, 244,483 shares were sold at a weighted average price of \$14.4974 per share, for total sales of \$3,544,373. There were 50,083 shares distributed to participants during the year ended December 31, 2003.

As of December 31, 2002, the Plan held 953,632 shares of HSII common stock with a cost of \$2,724,117 and a current value of \$13,991,071. This represents 5.2% of HSII's outstanding stock at December 31, 2002. During the year ended December 31, 2002, 672,151 shares were sold at a weighted average price of \$14.67 per share, for total sales of \$9,860,455. There were 356,736 shares distributed to participants during the year ended December 31, 2002.

(5) Tax Status

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated July 7, 1998, that the Plan and related trust, as amended and restated effective January 1, 1997, are designed in accordance with the applicable sections of the IRC. The Plan was amended and restated effective as of January 1, 2002 to comply with the provisions of the General Agreement on Tariffs and Trade/Uruguay Round Agreements Act, the Uniformed Services Employment and Reemployment Rights Act of 1994, the Small Business Job Protection Act of 1996, the Taxpayer Relief Act of 1997, the Internal Revenue Service Restructuring and Reform Act of 1998, the Community Renewal Tax Relief Act of 2000, the Economic Growth and Tax Relief Reconciliation Act, and such other issues identified by the Company and necessary to comply with regulatory regulations. By letter dated August 26, 2002, the IRS informed the Company that it had made a favorable determination on the Plan and all amendments thereto. Therefore, no provision for income taxes has been included in the Plan's financial statements.

HEIDRICK & STRUGGLES, INC.
401(k) PROFIT SHARING AND RETIREMENT PLAN
Notes to Financial Statements

The Plan was amended and restated as of December 1, 2003 to reflect certain changes including the elimination of the joint and survivor form of benefit. The Plan has applied for a favorable determination letter from the IRS. The Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

HEIDRICK & STRUGGLES, INC.
401(k) PROFIT SHARING AND RETIREMENT PLAN

Schedule 4, Line 4i - Schedule of Assets (Held at End of Year)
as of December 31, 2003

Identity of issuer, borrower, lessor, or similar party	Description of investment including, maturity date, rate of interest, collateral, par, or maturity value	Current value
Alliance Capital Funds	Alliance Premier Growth Fund, Class A	\$ 10,922
American Century Investments	American Century Equity Income Fund, Investor Class	46,481
Davis Funds	Davis New York Venture Fund	76,360
Fidelity Investments	Fidelity MidCap Stock Fund	307,937
Fidelity Investments	Fidelity Equity Income Fund	121,757
Fidelity Investments	Fidelity Low Priced Stock Fund	535,551
Oakmark Funds	Oakmark Select Fund	884,764
MFS Funds	MFS Massachusetts Investors Growth Stock Fund, Class A	72,132
Franklin Templeton Investments	Templeton Foreign Fund	457,130
Managers Funds	Managers Special Equity Fund	82,034
*Vanguard Group	Vanguard 500 Index Fund Investor Shares	1,830,365
*Vanguard Group	Vanguard Balanced Index Fund Investor Shares	226,867
*Vanguard Group	Vanguard Explorer Fund	153,766
*Vanguard Group	Vanguard Growth Index Fund Investor Shares	264,256
*Vanguard Group	Vanguard International Growth Fund	2,989,989
*Vanguard Group	Vanguard LifeStrategy Conservative Growth Fund	699,357
*Vanguard Group	Vanguard LifeStrategy Growth Fund	536,899
*Vanguard Group	Vanguard LifeStrategy Income Fund	576,704
*Vanguard Group	Vanguard LifeStrategy Moderate Growth Fund	252,133
*Vanguard Group	Vanguard Mid-Cap Index Fund	641,536
*Vanguard Group	Vanguard Prime Money Market Fund	19,756,814
*Vanguard Group	Vanguard Small-Cap Index Fund Investor Shares	3,836,656
*Vanguard Group	Vanguard Strategic Equity Fund	6,340,415
*Vanguard Group	Vanguard Total Bond Market Index Fund	5,393,316
*Vanguard Group	Vanguard Total International Stock Index Fund	626,717
*Vanguard Group	Vanguard Total Stock Market Index Fund Investor Shares	9,968,813
*Vanguard Group	Vanguard U.S. Growth Fund	2,072,786
*Vanguard Group	Vanguard Value Index Fund Investor Shares	380,831
*Vanguard Group	Vanguard Wellington Fund Investor Shares	4,805,333
*Vanguard Group	Vanguard Windsor II Fund Investor Shares	7,531,134
*Vanguard Group	Vanguard Brokerage Option Fund	1,697,119
*Heidrick & Struggles International, Inc.	Heidrick & Struggles Pre-IPO Stock Fund	14,318,807
*Heidrick & Struggles International, Inc.	HSII Company Stock Fund	96,006
Plan participants	Participant Loan Fund; interest rates range from 5% - 10.5%	386,128
Total investments		87,977,815

* Represents a party-in-interest to the Plan.

See accompanying report of independent registered public accounting firm.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 25, 2004

Heidrick & Struggles, Inc. 401(k) Profit Sharing and Retirement Plan

By: /s/ Laura Brady

Plan Administrator

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Heidrick & Struggles International, Inc.:

We consent to the incorporation by reference in registration statement (No. 333-58118) on Form S-8 of Heidrick & Struggles International, Inc. of our report dated June 25, 2004, relating to the statements of net assets available for benefits of the Heidrick & Struggles, Inc. 401(k) Profit Sharing and Retirement Plan as of December 31, 2003 and 2002, and the related statement of changes in net assets available for benefits for the year ended December 31, 2003, and the related supplemental schedule, which report appears in the December 31, 2003 Annual Report on Form 11-K of Heidrick & Struggles, Inc. 401(k) Profit Sharing and Retirement Plan.

/s/ KPMG LLP

Chicago, Illinois
June 25, 2004