

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>SCHERB JEFF</u> (Last) (First) (Middle) 233 S. WACKER DRIVE SUITE 4200 (Street) CHICAGO IL 60606 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HEIDRICK & STRUGGLES INTERNATIONAL INC [HSI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Chief Tech. & Operations Offer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 11/02/2006	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 11/06/2006	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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	11/07/2006		M		20,000	A	\$18.02	27,685	D	
Common Stock	11/07/2006		D		20,000	D	\$40.59	7,685	D	
Common Stock	11/07/2006		M		13,333	A	\$27	21,018	D	
Common Stock	11/07/2006		D		13,333	D	\$40.59	7,685	D	
Common Stock	11/07/2006		M		3,333	A	\$36.17	11,018	D	
Common Stock	11/07/2006		D		3,333	D	\$40.59	7,685	D	
Common Stock	11/07/2006		M		30,000	A	\$11.9	37,685	D	
Common Stock	11/07/2006		D		30,000	D	\$40.59	7,685	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
Management Right to Buy Options	\$18.02	11/07/2006		M		20,000		09/09/2005	09/09/2007	Common Stock	20,000	\$18.02	70,000	D	
Management Right to Buy Options	\$27	11/07/2006		M		13,333		05/12/2006	05/12/2009	Common Stock	13,333	\$27	56,667	D	
Management Right to Buy Options	\$36.17	11/07/2006		M		3,333		03/10/2006	03/10/2010	Common Stock	3,333	\$36.17	53,334	D	
Management Right to Buy Options	\$11.9	11/07/2006 ⁽¹⁾		M		30,000		03/06/2006	03/06/2008	Common Stock	30,000	\$11.9	23,334	D	

Explanation of Responses:

1. The exercise and sale reported on 11/6/06 was subsequently reversed. Those securities were exercised and sold as part of the transactions reported on this Form 4A.

Stephen W. Beard, Attorney-In-Fact 11/09/2006

** 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.