

**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>Blake K Steven</u>  (Last) (First) (Middle) 233 S. WACKER DRIVE SEARS TOWER, SUITE 4200  (Street) CHICAGO IL 60606  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HEIDRICK &amp; STRUGGLES INTERNATIONAL INC [ HSI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>General Counsel &amp; Sec'y</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/02/2007	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	08/02/2007		C		2,333	A	\$32.96	4,113	D	
Common Stock	08/02/2007		C		3,333	A	\$30.4	7,446	D	
Common Stock	08/02/2007		S		100	D	\$54.04	7,346	D	
Common Stock	08/02/2007		S		900	D	\$54.01	6,446	D	
Common Stock	08/02/2007		S		900	D	\$54	5,546	D	
Common Stock	08/02/2007		S		600	D	\$53.99	4,946	D	
Common Stock	08/02/2007		S		100	D	\$53.98	4,846	D	
Common Stock	08/02/2007		S		100	D	\$53.975	4,746	D	
Common Stock	08/02/2007		S		300	D	\$53.97	4,446	D	
Common Stock	08/02/2007		S		581	D	\$53.96	3,865	D	
Common Stock	08/02/2007		S		385	D	\$53.95	3,480	D	
Common Stock	08/02/2007		S		300	D	\$53.93	3,180	D	
Common Stock	08/02/2007		S		100	D	\$53.92	3,080	D	
Common Stock	08/02/2007		S		200	D	\$53.91	2,880	D	
Common Stock	08/02/2007		S		400	D	\$53.87	2,480	D	
Common Stock	08/02/2007		S		300	D	\$53.86	2,180	D	
Common Stock	08/02/2007		S		100	D	\$53.84	2,080	D	
Common Stock	08/02/2007		S		100	D	\$53.82	1,980	D	
Common Stock	08/02/2007		S		100	D	\$53.8	1,880	D	
Common Stock	08/02/2007		S		100	D	\$53.78	1,780	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
Management Right to Buy Options	\$32.96	08/02/2007		C		2,333	03/03/2007	03/03/2011	Common Stock	2,333	\$32.96	21,667	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				
Management Right to Buy Options	\$30.4	08/02/2007		C			3,333	08/11/2006	08/11/2010	Common Stock	3,333	\$30.4	18,334	D	
Restricted Stock Options	\$0							(1)	(2)	Common Stock	0 <sup>(3)</sup>		20,368	D	

**Explanation of Responses:**

1. Restricted Stock Units vest ratably over three years. Upon vesting Restricted Stock Units automatically convert into an equal number of shares of Company common stock.
2. Restricted Stock Units automatically convert upon vesting, therefore there is no expiration date for this derivative security.
3. No Restricted Stock Units awarded or converted on this form.

Stephen W. Beard, Attorney-in-Fact 08/06/2007

\*\* 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.**