

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* <u>ANTUNOVIC EDUARDO</u> (Last) (First) (Middle) <u>233 S. WACKER DRIVE</u> <u>SUITE 4200</u> (Street) <u>CHICAGO IL 60606</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/12/2004</u>	3. Issuer Name and Ticker or Trading Symbol <u>HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]</u> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border: none;">4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</td> <td style="width: 50%; border: none;">5. If Amendment, Date of Original Filed (Month/Day/Year)</td> </tr> <tr> <td style="border: none;"> Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Regional Managing Partner</u> </td> <td style="border: none;"> _____ 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person </td> </tr> </table>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)	5. If Amendment, Date of Original Filed (Month/Day/Year)	Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Regional Managing Partner</u>	_____ 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person
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Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Regional Managing Partner</u>	_____ 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person					

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>18,228</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Employee Stock Option (Right to Buy)</u>	<u>(1)</u>	<u>04/26/2009</u>	<u>Common Stock</u>	<u>14</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)</u>	<u>(2)</u>	<u>04/26/2009</u>	<u>Common Stock</u>	<u>14</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)</u>	<u>(3)</u>	<u>03/06/2010</u>	<u>Commons Stock</u>	<u>40.725</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)</u>	<u>(4)</u>	<u>03/06/2011</u>	<u>Common Stock</u>	<u>35.125</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)</u>	<u>(5)</u>	<u>03/06/2007</u>	<u>Common Stock</u>	<u>18.4</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)</u>	<u>(6)</u>	<u>03/06/2008</u>	<u>Common Stock</u>	<u>11.9</u>	<u>D</u>	
<u>Employee Restricted Stock Unit</u>	<u>(7)</u>	<u>03/07/2006</u>	<u>Common Stock</u>	<u>0</u>	<u>D</u>	

Explanation of Responses:

1. Options will vest 20% on each of the first five anniversaries of the date of issuance (4/26/99).
2. Options will vest in year 9 with vesting accelerated to as early as 5 years if certain company imposed guidelines are met.
3. Options will vest 20% on each of the first five anniversaries of the date of issuance (3/06/00).
4. Options will vest 20% on each of the first five anniversaries of the date of issuance (3/06/01).
5. Options will vest 33 1/3% on each of the first 3 anniversaries of the date of issuance (3/06/2002).
6. Options will vest 33 1/3% on each of the first 3 anniversaries of the date of issuance (3/06/2003).
7. RSU's will vest 33 1/3% on each of the first 3 anniversaries of the date of issuance (3/06/03). Upon vest automatic conversion into equal number of shares of Common Stock.

Mary D. Olawumi, Attorney-in-Fact 01/12/2004

** 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 5 (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.