

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Franzino Michael</u> (Last) (First) (Middle) 233 S. WACKER DRIVE SUITE 4200 (Street) CHICAGO IL 60606 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/28/2006	3. Issuer Name and Ticker or Trading Symbol <u>HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, Global Markets</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 12/28/2006 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)
Common Shares	32,107	D	

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				
Restricted Stock Units	(1)	(2)	Restricted Stock Units 19,165	0	D	
Management Right to Buy Options	(3)	(4)	Management Right to Buy Options 32,250	(5)	D	

Explanation of Responses:

- 750 Restricted Stock Units will vest on 3/6/07. 10,000 Restricted Stock Units will vest on 3/10/08. 1,667 Restricted Stock Units will vest ratably over two years (i.e., 1/2 on 3/10/07 and 1/2 on 3/10/08); 6,748 Restricted Stock Units will vest ratably over 3 years (i.e., 1/3 on 3/3/07, 1/3 on 3/3/08 and 1/3 on 3/3/09). Upon vesting these securities automatically convert into an equal number of shares of the Company common stock.
- As this award automatically converts upon the vesting date, there is no expiration for this derivative security.
- 2,250 options vest ratably on a 5 year schedule. 30,000 options vest ratably on a 3 year schedule.
- 1,250 options will expire on 3/10/10, 1,000 options will expire on 3/6/11, 20,000 options will expire on 5/12/09, 5,000 options will expire on 3/10/10, and 5,000 options will expire on 3/3/11.
- 1,250 options were granted at \$40.725, 1,000 options were granted at \$35.125, 20,000 options were granted at \$27.00, 5,000 options were granted at \$36.17, and 5,000 options were granted at \$32.96.

Stephen W. Beard, Attorney-in-Fact 03/06/2007

** 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 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.