

OMB APPROVAL	
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**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

<b>1. Name and Address of Reporting Person*</b> <u>Wolstencroft Tracy R</u> (Last) (First) (Middle) 233 S. WACKER DRIVE SUITE 4200 (Street) CHICAGO IL 60606 (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>HEIDRICK &amp; STRUGGLES INTERNATIONAL INC [ HSII ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President and CEO</b>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 03/09/2015	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	
<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> 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	03/09/2015	03/09/2015	A		14,419	A	(1)	14,419	D	
Common Stock	03/09/2015	03/09/2015	F		6,234	D	\$23.64	8,185	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				
2014 Restricted Stock Units <sup>(2)</sup>	(1)	03/09/2015	03/09/2015	M			14,419	(3)	(3)	Common Stock	(2)	(1)	28,838	D	
2015 Restricted Stock Units <sup>(2)</sup>	(1)	03/09/2015		A		35,956		(3)	(3)	Common Stock	(2)	(1)	64,794	D	
2015 Performance Restricted Stock Units <sup>(2)</sup>	(1)	03/09/2015		A		35,956		(4)	(4)	Common Stock	(2)	(1)	79,213	D	

**Explanation of Responses:**

- The number of RSU's or PSU's awarded to the Reporting Person was determined by dividing the total dollar value of compensation granted to the Reporting Person by the closing price of HSII common stock on the date of grant in March of the respective year.
- Granted under the Company's Global Share Plan. Each RSU or PSU represents a right to receive one share of the Issuer's Common Stock upon vesting.
- The RSUs are service-based and will vest in three equal installments (specifically on the first, second and third anniversaries of the date of grant), generally subject to the Reporting Person's continued employment with the Company.
- The PSUs are performance based and will vest in full upon the 3rd anniversary of the date of grant subject to the achievement of certain performance measures and based on a graduated scale.

**Remarks:**

/s/ Stephen W. Beard, Attorney- 03/11/2015  
In-Fact

\*\* 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.