

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person*<br><u>SMITH KEVIN J</u><br>_____<br>(Last) (First) (Middle)<br><u>C/O HEIDRICK &amp; STRUGGLES</u><br><u>233 S. WACKER, SUITE 4200</u><br>_____<br>(Street)<br><u>CHICAGO IL 60606</u><br>_____<br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>HEIDRICK &amp; STRUGGLES</u><br><u>INTERNATIONAL INC [ HSII ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Financial Officer</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/02/2004</u>   |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |   |  |

**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 <sup>(1)</sup>     | 03/01/2004                           |  | M                              |   | 10,000  | A          | \$17.73   | 18,000  | D  |   |
| Common Stock                    | 03/01/2004                           |  | S                              |   | 7,055   | D          | \$21.81   | 10,945  | D  |   |
| Common Stock <sup>(2)</sup>     | 03/01/2004                           |  | F                              |   | 2,945   | D          | \$21.81   | 8,000   | D  |   |
| Common Stock <sup>(3)</sup>     | 03/01/2004                           |  | M                              |   | 13,333  | A          | \$18.4    | 21,333  | D  |   |
| Common Stock                    | 03/01/2004                           |  | S                              |   | 9,406.43  | D          | \$22.0697 | 11,926.57   | D  |   |
| Common Stock <sup>(2)</sup>     | 03/01/2004                           |  | F                              |   | 3,926.57  | D          | \$22.0697 | 8,000   | 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 |
| Nonqualified Employee Stock Options (Right to Buy) | \$17.73  | 03/01/2004                           |  | M                              |   |  | 10,000 | 03/01/2004   | (4)             | Common Stock  | 10,000                                     | \$0  | 100,000   | D  |       |
| Nonqualified Employee Stock Options (Right to Buy) | \$18.4   | 03/01/2004                           |  | M                              |   |  | 13,333 | 03/01/2004   | (4)             | Common Stock  | 13,333                                     | \$0  | 76,667  | D  |       |

**Explanation of Responses:**

1. Conversion of a derivative security issued on 01/08/2002.
2. Number of shares withheld to cover taxes.
3. Conversion of a derivative security issued on 03/06/2002.
4. Upon vest, automatically converts into equal number of shares of common stock.

Mary D. Olawumi, Attorney-in-Fact 03/02/2004

\*\* 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 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.