FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

							Washin	gton, D.C	C. 205	49					ОМВ	APPRO	VAL
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See				MENT	r of	СНА	NGE	S IN I	BEI	NEFICIA	AL ON	/NER	SHIP	Estim		verage burde	11
	tions may conti ction 1(b).	nue. See								ies Exchang		934		hours	per res	sponse:	0.5
1. Name and Address of Reporting Person* PEHLKE RICHARD W				2. 	HEIDRICK & STRUGGLÉS INTERNATIONAL INC [HSII]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) Chief Financial Officer				
(Last) (First) (Middle)																	
INC.		UGGLES INTE	- ,		. Date (3/09/2		st Transa	action (Mo	onth/[Day/Year)			C	iller Filla	liciai	Officer	
233 S. WACKER DRIVE, SUITE 4200				4.									6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(Street) CHICAGO IL 60606																	
(City)	(S	tate)	(Zip)														
		Та	ble I - Non-D	erivati	ve Se	ecuriti	es Acc	quired,	Dis	posed of	, or Bei	neficial	ly Owned				
1. Title of	Security (Ins	tr. 3)	Dat	2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			5) 5. Amour Securitie Beneficia Owned F Reported	s ally ollowing	Form (D) o	n: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
								Code	v	Amount	(A) or (D)	Price	Transact (Instr. 3 a	ion(s)			(1150.4)
Common Stock ⁽¹⁾ 03/09				3/09/20	2015 03/09/2015)/2015	A		18,154	Α	(2)	37,	098		D	
Common Stock ⁽³⁾ 03/09/				3/09/20	2015 03/09/20)/2015	F		5,647 D		\$23.6	64 31,	31,451		D	
												_					
			Table II - De										Owned				1
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		4. Trans Code		5. Num 5. Num Deriva Securi Acquir or Dis	nber of tive ities red (A) posed (Instr. 3,	option	ns, c Exerc	convertib	7. Title ar Amount of Securitie Underlyin	rities) nd of s ng e Security	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securitie Beneficia Owned Following Reported	e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
Derivative Security	Conversion or Exercise Price of Derivative	Date	(e.g 3A. Deemed Execution Date, if any	4. Trans Code	s, cal	5. Num Deriva Securi Acquin or Disp of (D)	nber of tive ities red (A) posed (Instr. 3,	6. Date I	ns, c Exerc ion Da Day/Y	convertib	7. Title ar Amount of Securitie Underlyin Derivativ	rities) nd of s ng e Security	8. Price of Derivative Security (Instr. 5)	derivative Securitie Beneficia Owned Following	e s ally g	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)
Derivative Security	Conversion or Exercise Price of Derivative	Date	(e.g 3A. Deemed Execution Date, if any	J., puts	s, cal	IS, WAI 5. Num Deriva Securi Acquin or Disj of (D) 4 and 9	rrants, nber of titive tities red (A) posed (Instr. 3, 5)	Option 6. Date I Expirati (Month/	ns, c Exerc ion Da Day/Y	convertib isable and te ear) Expiration	le secu 7. Title ar Amount o Securitie Underlyin Derivativ (Instr. 3 a	rities) nd of s ig e Security nd 4) Amoun or Number of Shares	8. Price of Derivative Security (Instr. 5)	derivative Securitie Beneficia Owned Following Reported Transacti	e s ally g ion(s)	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)
Derivative Security (Instr. 3) RSU issued in	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	(e.c 3A. Deemed Execution Date, if any (Month/Day/Year	J., puts 4. Trans Code 8) Code	s, cal	IS, WAI 5. Num Deriva Securi Acquin or Disj of (D) 4 and 9	rrants, nber of titve red (A) posed (Instr. 3, 5) (D)	6. Date Expirati (Month//	nS, C Exerc on Day/Y Day/Y	Expiration	le secu 7. Title ar Amount Securitie Underlyin Derivativ (Instr. 3 a Title	rities) d of s ng e Security nd 4) Amoun or Numbel of Shares	8. Price of Derivative Security (Instr. 5)	derivative Securitie Beneficia Owned Following Reported Transacti (Instr. 4)	e s ally g ion(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
Derivative Security (Instr. 3) RSU issued in 2012 ⁽⁴⁾ RSU issued in	Conversion or Exercise Price of Derivative Security (2)	Date (Month/Day/Year) 03/09/2015	(e.g 3A. Deemed Execution Date, if any (Month/Day/Year 03/09/2015	J., puts 4. Trans Code 8) Code M	s, cal	IS, WAI 5. Num Deriva Securi Acquin or Disj of (D) 4 and 9	rrants, hber of titve tities red (A) posed (Instr. 3, 5) (D) 3,031	Option 6. Date I Expiration (Month/) Date Exercise (5)	able	Expiration Date	le secu 7. Title ar Amount of Securitie Underlyin Derivativ (Instr. 3 a Title Common Stock	rities) nd of s 19 e Security nd 4) Amoun or Number of Shares (4)	8. Price of Derivative Security (Instr. 5)	derivativ Securitie Beneficia Owned Following Reported Transacti (Instr. 4)	e s ally g ion(s) 12	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
Perivative Security (Instr. 3) RSU issued in 2012 ⁽⁴⁾ RSU issued in 2013 ⁽⁴⁾ RSU issued in	Conversion or Exercise Price of Derivative Security (2) (2)	Date (Month/Day/Year) 03/09/2015 03/09/2015	(e.c	J., puts 4. Trans Code 8) Code M M	s, cal	IS, WAI 5. Num Deriva Securi Acquin or Disj of (D) 4 and 9	rrants, hber of tive tities red (A) posed (Instr. 3, 5) (D) 3,031 4,500	6. Date Expirat Expirati (Month// Date Exercise (5)	able	Expiration Date (5) (5)	le secu 7. Title ar Amount of Securitie Underlyin Derivativ (Instr. 3 a Title Common Stock Common	rities) nd of s ng e Security nd 4) Amoun or Number of Shares (4) (4)	8. Price of Derivative Security (Instr. 5) t (2) (2)	derivativ Securitie Beneficia Owned Following Reported Transacti (Instr. 4)	e s s silly g J ion(s) 12 12	Downership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
Perivative Security (Instr. 3) RSU issued in 2012 ⁽⁴⁾ RSU issued in 2013 ⁽⁴⁾ RSU issued in 2014 ⁽⁴⁾	Conversion or Exercise Price of Derivative Security (2) (2) (2) (2)	Date (Month/Day/Year) 03/09/2015 03/09/2015	(e.c	j., puts Trans Code 8) Code M M M	s, cal	Is, wai 5. Num Deriva Securi Acquii of (D) 4 and (A)	rrants, hber of tive tities red (A) posed (Instr. 3, 5) (D) 3,031 4,500	Option 6. Date I Expirati (Month// Date Exercise (5) (5)	able	Expiration Date (5) (5) (5)	le secu 7. Title ar Amount i Securitie Underlyin Derivativ (Instr. 3 a Title Common Stock Common Stock	rities) nd of s ng e Security nd 4) Amoun or Number of Shares (4) (4) (4)	8. Price of Derivative Security (Instr. 5) 1	derivativu Securitie Beneficia Owned Following Reported Transacti (Instr. 4)	e e s slly g I ion(s) 12 12 12	Dwnership Form: Direct (D) or Indirect (I) (Instr. 4) D D	of Indirect Beneficial Ownership (Instr. 4)
Perivative Security (Instr. 3) RSU issued in 2012 ⁽⁴⁾ RSU issued in 2013 ⁽⁴⁾ RSU issued in 2014 ⁽⁴⁾ RSU issued in 2015 ⁽⁴⁾	Conversion or Exercise Price of Derivative Security (2) (2) (2) (2) (2) (2)	Date (Month/Day/Year) 03/09/2015 03/09/2015 03/09/2015	(e.c	j., puts A. Trans Code B) Code M M M M A	s, cal	Is, wai 5. Num Deriva Securi Acquii of (D) 4 and (A)	rrants, hber of tive tites red (A) posed (Instr. 3, 5) (D) 3,031 4,500 3,180	Option 6. Date Expiration (Month// Date Exercise (5) (5) (5)	able	Expiration Date (5) (5) (5) (5)	le secu 7. Title ar Amount i Securitie Underlyin Derivativ (Instr. 3 a Title Common Stock Common Stock Common Stock	rities) nd of so og e Security nd 4) Amoun or Number of Shares (4) (4) (4) (4)	8. Price of Derivative Security (Instr. 5) 1	derivativu Securitie Beneficia Owned Following Reported Transacti (Instr. 4)	e s slly g l ion(s) 12 12 12 12 12 12	Dwnership Form: Direct (D) or Indirect (I) (Instr. 4) D D D D	of Indirect Beneficial Ownership (Instr. 4)

200 percent of the initial target amount.

2. The number of RSUs or PSUs 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 grant date in March of the respective year.

3. Reflects shares acquired from 2012-2014 RSU and PSU vesting reported on Table II.

4. Granted under the Company's Global Share Plan. Each Restricted Stock Unit (RSU) and Performance Stock Unit (PSU) represents a right to receive one share of the Issuer's Common Stock upon vesting.

5. 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). Reflects the annual partial vesting of RSUs issued on March 8 of the respective year.

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.