

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>SCHERB JEFF</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 &amp; STRUGGLES INTERNATIONAL INC [ HSI ]</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>Chief Tech. &amp; Operations Offcr</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  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>5,039</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>09/09/2007</u>	<u>Common Stock</u> 20,000	<u>18.02</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)</u>	<u>(2)</u>	<u>03/06/2008</u>	<u>Common Stock</u> 30,000	<u>11.9</u>	<u>D</u>	
<u>Employee Restricted Stock Unit</u>	<u>(3)</u>	<u>10/01/2004</u>	<u>Common Stock</u> 10,000	<u>0</u>	<u>D</u>	

**Explanation of Responses:**

- Options will vest 33 1/3% on each of the first three anniversaries of the date of issuance (09/09/02)
- Options will vest 33 1/3% on each of the first 3 anniversaries fo the date of issuance (03/06/03).
- 5,000 RSU's vested 6 months from 09/09/02. 2,500 RSU's vested on 9/30/03. 2,500 RSU's will vest on 9/30/04. Upon vest automatic conversion into equal number of shares of Common Stock.

Mary D. Olawumi, as 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.