

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

| OMB APPROVAL | |
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| | | |
|---|---|---|
| 1. Name and Address of Reporting Person* KELLY L KEVIN (Last) (First) (Middle) HEIDRICK & STRUGGLES INTERNATIONAL, INC. 233 S. WACKER DRIVE, SUITE 4200 (Street) CHICAGO IL 60606 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 03/08/2013 | |
| | 4. 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 <input type="checkbox"/> 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 | 03/08/2013 | | M | | 6,109 | A | \$0 | 122,715 | D | |
| Common Stock | 03/08/2013 | | F | | 1,958 | D | \$13.89 | 120,757 | D | |
| Common Stock | 03/08/2013 | | M | | 6,439 | A | \$0 | 127,196 | D | |
| Common Stock | 03/08/2013 | | F | | 2,084 | D | \$13.89 | 125,112 | D | |
| Common Stock | 03/08/2013 | | M | | 8,487 | A | \$0 | 133,599 | D | |
| Common Stock | 03/08/2013 | | F | | 2,746 | D | \$13.89 | 130,853 | 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 |
| Restricted Stock Units | (1) | 03/08/2013 | | M | | | 6,109 | (2) | (3) | Common Stock | 6,109 | \$0 | 0 | D | |
| Restricted Stock Units | (1) | 03/08/2013 | | M | | | 6,439 | (4) | (3) | Common Stock | 6,439 | \$0 | 6,439 | D | |
| Restricted Stock Units | (1) | 03/08/2013 | | M | | | 8,487 | (5) | (3) | Common Stock | 8,487 | \$0 | 16,974 | D | |
| Restricted Stock Units | (1) | 03/08/2013 ⁽⁶⁾ | | A | | 37,797 | | (7) | (3) | Common Stock | 37,797 | \$0 | 37,797 | D | |
| Performance Stock Units | (8) | 03/08/2013 ⁽⁹⁾ | | A | | 37,797 | | (10) | (10) | Common Stock | 37,797 | \$0 | 37,797 | D | |
| Restricted Stock Units | (1) | | | | | | | (11) | (3) | Common Stock | 17,094 | | 17,094 | D | |
| Performance Stock Units | (8) | | | | | | | (12) | (12) | Common Stock | 18,545 | | 18,545 | D | |
| Performance Stock Units | (8) | | | | | | | (13) | (13) | Common Stock | 19,316 | | 19,316 | D | |
| Performance Stock Units | (8) | | | | | | | (14) | (14) | Common Stock | 25,461 | | 25,461 | D | |
| Employee Stock Options | \$33.79 | | | | | | | 03/06/2011 | 03/06/2018 | Common Stock | 55,935 | | 55,935 | D | |

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of Heidrick & Struggles International, Inc. (the "Company") common stock.
- This award has fully vested.
- Since restricted stock units automatically convert to common stock upon vesting, there is no expiration date for this award.
- The remaining portion of this award vests on March 8, 2014.
- The remaining portion of this award vests in two equal installments on March 8, 2014 and March 8, 2015.
- The award of restricted stock units was approved by the Human Resources and Compensation Committee on February 7, 2013, and granted on March 8, 2013, the next date of the six pre-established dates for granting equity awards.

7. This award vests in three equal installments on March 8, 2014, March 8, 2015 and March 8, 2016.
8. Each performance stock unit represents a contingent right to receive one share of Company common stock.
9. The award of performance stock units was approved by the Human Resources and Compensation Committee on February 7, 2013, and granted on March 8, 2013, the next date of the six pre-established dates for granting equity awards.
10. Represents the target number of performance stock units. The actual number of shares to be issued, which could range from 0 to 200 percent of the initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period. The shares, if any, will be issued 36 months from the grant date (March 8, 2013).
11. The remaining portion of this award vests in two equal installments on May 18, 2013 and May 18, 2014.
12. Represents the target number of performance stock units. The actual number of shares to be issued, which could range from 0 to 200 percent of the initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period. The shares, if any, will be issued 36 months from the grant date (March 29, 2010).
13. Represents the target number of performance stock units. The actual number of shares to be issued, which could range from 0 to 200 percent of the initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period. The shares, if any, will be issued 36 months from the grant date (March 8, 2011).
14. Represents the target number of performance stock units. The actual number of shares to be issued, which could range from 0 to 200 percent of the initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period. The shares, if any, will be issued 36 months from the grant date (March 8, 2012).

Stephen W. Beard, Attorney-in-Fact 03/12/2013

** 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.

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