SEC Form 4

FORM 4

| | Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b). |

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
UNRUH V PAUL	**HEIDRICK & STRUGGLES INTERNATIONAL INC** [HSII]	X Director ⬜ 10% Owner ⬜ Officer (give title below) ⬜ Other (specify below)
(Last) (First) (Middle)		
C/O HEIDRICK & STRUGGLES INT'L., INC.	3. Date of Earliest Transaction (Month/Day/Year)	
233 S. WACKER DRIVE SUITE 4200	05/23/2013	
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
CHICAGO IL 60606	05/28/2013	X Form filed by One Reporting Person ⬜ Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	05/23/2013		A		5,023[(1)]	A	$0[(1)]	27,360	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				
Non-Employee Restricted Stock	[(2)]							[(3)]	[(4)]	Common Stock	770		770	D	

Explanation of Responses:

1. Common stock awarded on May 23, 2013, the date of the annual meeting of stockholders. The award is equal to the annual equity retainer of $75,000, rounded to the nearest whole number of shares ($75,000 divided by the closing stock price on May 23, 2013 of $14.93).

2. Each restricted stock unit represents the right to receive one share of Heidrick & Struggles International, Inc. common stock.

3. Pursuant to the terms of the award agreement, the award will fully vest upon the completion of the director's service as a member of the Board of Directors.

4. There is no expiration date for these awards.

Remarks:

This Form 4A is being filed only to correct footnotes 2,3 and 4. No other changes were made.

Stephen W. Beard, Attorney-in-Fact	05/31/2013
** 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.

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.