

**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* <u>Hallgren Matthew</u>  (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 <u>HEIDRICK &amp; STRUGGLES INTERNATIONAL INC [ HSIH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below) Chief Accounting 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) X Form filed by One Reporting Person 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		873	A	\$0	4,421.506	D	
Common Stock	03/08/2013		F		329	D	\$13.89	4,092.506	D	
Common Stock	03/08/2013		M		920	A	\$0	5,012.506	D	
Common Stock	03/08/2013		F		347	D	\$13.89	4,665.506	D	
Common Stock	03/08/2013		M		646	A	\$0	5,311.506	D	
Common Stock	03/08/2013		F		244	D	\$13.89	5,067.506	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		873		(2)	(3)	Common Stock	873	\$0	0	D	
Restricted Stock Units	(1)	03/08/2013		M		920		(4)	(3)	Common Stock	920	\$0	920	D	
Restricted Stock Units	(1)	03/08/2013		M		646		(5)	(3)	Common Stock	646	\$0	1,294	D	
Restricted Stock Units	(1)	03/08/2013 <sup>(6)</sup>		A		3,600		(7)	(3)	Common Stock	3,600	\$0	3,600	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.
- This award vests in three equal installments on March 8, 2014, March 8, 2015 and March 8, 2016.

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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