

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>KELLY L KEVIN</u>  (Last) (First) (Middle) 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 [ HSHI ]</u>	5. 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>Regional Managing Partner</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/17/2004	
	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 <sup>(1)</sup>	03/17/2004		M		600	D	\$14	13,641	D	
Common Stock <sup>(2)</sup>	03/17/2004		M		2,666	D	\$18.4	16,307	D	
Common Stock <sup>(3)</sup>	03/17/2004		M		10,000	D	\$11.9	26,307	D	
Common Stock	03/17/2004		S		13,266	D	\$22.8771	13,041	D	
Common Stock <sup>(5)</sup>	03/17/2004		S		11,367	D	\$22.8771	1,674	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
Non-Qualified Employee Stock Options (Right to Buy)	\$14	03/17/2004		M			600	03/17/2004	(4)	Common Stock	600	\$0	46,433	D	
Non-Qualified Employee Stock Options (Right to Buy)	\$18.4	03/17/2004		M			2,666	03/17/2004	(4)	Common Stock	2,666	\$0	43,767	D	
Non-Qualified Employee Stock Options (Right to Buy)	\$11.9	03/17/2004		M			10,000	03/17/2004	(4)	Common Stock	10,000	\$0	33,767	D	

**Explanation of Responses:**

1. Conversion of a derivative security issued on April 26, 1999.
2. Conversion of a derivative security issued on March 6, 2002.
3. Conversion of a derivative security issued on March 6, 2003.
4. Upon vest, automatically converts into equal number of shares of common stock.
5. Sale of common stock from RSU's that vested March 15, 2004.

Mary D. Olawumi, Attorney-in-Fact 03/15/2004

\*\* 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 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.**