

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>EMINENCE CAPITAL LLC</u> (Last) (First) (Middle) 65 EAST 55TH STREET 25TH FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HEIDRICK & STRUGGLES INTERNATIONAL INC [HSI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Deemed to be 10% owner
	3. Date of Earliest Transaction (Month/Day/Year) 11/03/2004	
	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	11/03/2004		S		148,720	D	\$29.79	980,843	I	See note (1) below. ⁽¹⁾
Common Stock	11/03/2004		S		10,960	D	\$29.79	71,282	I	See note (2) below. ⁽²⁾
Common Stock	11/03/2004		S		130,320	D	\$29.79	845,375	I	See note (3) below. ⁽³⁾

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)					

Explanation of Responses:

- Such shares of the issuer's common stock (the "Common Stock") are owned by Eminence Partners, L.P. for which the Reporting Person serves as investment manager and for which an affiliate of the Reporting Person, Eminence GP, LLC, serves as general partner (the "General Partner"). The Reporting Person expressly disclaims beneficial ownership of these shares for purposes of Section 16 of the Securities Act of 1934, as amended (the "Securities Act"), or otherwise, except to the extent of the Reporting Person's indirect pecuniary interest therein. Additionally, persons who are principals of the Reporting Person and of the General Partner may be deemed to have an indirect pecuniary interest in a portion of the shares of Common Stock, as to which the Reporting Person disclaims any economic or beneficial interest.
- Such shares of Common Stock are owned by Eminence Partners II, L.P. for which the Reporting Person serves as investment manager and for the General Partner serves as general partner. The Reporting Person expressly disclaims beneficial ownership of these shares for purposes of Section 16 of the Securities Act, or otherwise, except to the extent of the Reporting Person's indirect pecuniary interest therein. Additionally, persons who are principals of the Reporting Person and of the General Partner may be deemed to have an indirect pecuniary interest in a portion of the shares of Common Stock, as to which the Reporting Person disclaims any economic or beneficial interest.
- Such shares are owned by Eminence Fund, Ltd. for which the Reporting Person serves as investment manager. The Reporting Person expressly disclaims beneficial ownership of these shares for purposes of Section 16 of the Securities Act, or otherwise, except to the extent of the Reporting Person's indirect pecuniary interest therein. Additionally, persons who are principals of the Reporting Person may be deemed to have an indirect pecuniary interest in a portion of shares of Common Stock, as to which the Reporting Person disclaims any economic or beneficial interest.

/s/ Eminence Capital, LLC, By:
Ricky Sandler, Managing 11/05/2004
Member

** 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.