

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>Franzino Michael</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 & STRUGGLES INTERNATIONAL INC [HSI]</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>Chairman, Global Markets</u>		
			3. Date of Earliest Transaction (Month/Day/Year) 03/12/2007					
			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 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 ⁽¹⁾	03/12/2007		C		833	A	\$46.95	35,938	D	
Common Stock	03/12/2007		F ⁽²⁾		405	D	\$46.95	35,533	D	
Common Stock ⁽³⁾	03/12/2007		M		1,250	A	\$40.725	36,783	D	
Common Stock ⁽⁴⁾	03/12/2007		M		1,000	A	\$35.125	37,783	D	
Common Stock ⁽⁵⁾	03/12/2007		M		13,333	A	\$27	51,116	D	
Common Stock ⁽⁶⁾	03/12/2007		M		3,333	A	\$36.17	54,449	D	
Common Stock ⁽⁷⁾	03/12/2007		M		1,666	A	\$32.9	56,115	D	
Common Stock	03/12/2007		F ⁽⁸⁾		16,849	D	\$47.0419 ⁽⁹⁾	39,266	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 Unit	\$0	03/12/2007		C		833		(10)	(11)	Common Stock	833	\$0	29,485	D	
Management Right to Buy Option	\$40.725	03/12/2007		M		1,250		03/06/2000	03/06/2010	Common Stock	1,250	\$40.725	36,000	D	
Management Right to Buy Option	\$35.125	03/12/2007		M		1,000		03/06/2001	03/06/2011	Common Stock	1,000	\$35.125	35,000	D	
Management Right to Buy Option	\$27	03/12/2007		M		13,333		05/12/2004	05/12/2009	Common Stock	13,333	\$27	21,667	D	
Management Right to Buy Option	\$36.17	03/12/2007		M		3,333		03/10/2005	03/10/2010	Common Stock	3,333	\$36.17	18,334	D	
Management Right to Buy Option	\$32.96	03/12/2007		M		1,666		03/03/2006	03/03/2011	Common Stock	1,666	\$32.96	16,668	D	

Explanation of Responses:

- This is a conversion of an award granted on 3/10/06.
- Number of shares withheld for tax purposes.
- This is an exercise of options granted on 3/6/00.
- This is an exercise of options granted on 3/6/01.
- This is an exercise of options granted on 5/12/04.
- This is an exercise of options granted on 3/10/05.
- This is an exercise of options granted on 3/3/06.

8. Number of shares withheld to cover costs and taxes on option exercises.
9. This is the average price (from 32 transactions) of the shares withheld to cover exercise and taxes.
10. This award vests ratably over three years. Upon vesting, the shares automatically convert into an equal number of shares of Company common stock.
11. As Restricted Stock Units automatically convert upon vesting, there is no expiration date for this award.

Stephen W. Beard, Attorney-in-Fact 03/14/2007

** 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.