

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* <b>FRIEL THOMAS J</b>  (Last) (First) (Middle) <b>C/O HEIDRICK &amp; STRUGGLES</b> <b>233 SOUTH WACKER, SUITE 4200</b>  (Street) <b>CHICAGO IL 60606</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>HEIDRICK &amp; STRUGGLES</b> <b>INTERNATIONAL INC [ HSI ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/03/2006</b>	
	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			

**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
Management Options <sup>(1)</sup>	\$32.96	03/03/2006		A		25,000		03/03/2007 <sup>(1)</sup>	03/03/2011	Common Stock	25,000	\$0	262,620	D	
Restricted Stock Units <sup>(2)</sup>	\$0	03/03/2006		A		12,500		(2)	(4)	Common Stock	12,500	\$0	81,167 <sup>(3)</sup>	D	
Restricted Stock Units <sup>(5)</sup>	\$0	03/03/2006		A		4,839		(2)	(4)	Common Stock	4,839	\$0	86,006	D	

**Explanation of Responses:**

- This award vests ratably over three years (i.e., 1/3 on 3/3/07, 1/3 on 3/3/08 and 1/3 on 3/3/09).
- This award vests ratably over three years (i.e., 1/3 on 3/3/07, 1/3 on 3/3/08 and 1/3 on 3/3/09). Upon vesting, these securities automatically convert into an equal number of shares of Company common stock.
- The number of derivative securities beneficially owned adjusted to correct an error on the Form 4 filed on March 10, 2005.
- As Restricted Stock Units automatically convert upon the vesting date, there is no expiration date for this award.
- This award has been granted in lieu of a percentage of the reporting person's cash bonus.

Stephen W. Beard, Attorney-In-Fact 03/07/2006

\*\* 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.