

HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 3

December 19, 2006

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Peters David

(Last) (First) (Middle)

233 SOUTH WACKER
DRIVE,Â SUITE 4200

(Street)

CHICAGO,Â ILÂ 60606

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/19/2006

3. Issuer Name **and** Ticker or Trading Symbol**HEIDRICK & STRUGGLES INTERNATIONAL INC
[HSII]**4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other
(give title below) (specify below)

Regional Manager - EMEA

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

(I)
(Instr. 5)

Restricted Stock Units	Â (1)	Â (2)	Restricted Stock Units	17,466	\$ 0	D	Â
Employee Stock Options	05/12/2005	05/12/2009	Employee Stock Options	3,334	\$ 27	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Peters David 233 SOUTH WACKER DRIVE SUITE 4200 CHICAGO, IL 60606	Â	Â	Â Regional Manager - EMEA	Â

Signatures

Stephen W. Beard,
Attorney-in-Fact

12/19/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) 250 Restricted Stock Units will vest on 3/6/07 and 5,000 Restricted Stock Units will vest on March 10, 2008; 4,668 Restricted Stock Units will vest ratably over two years (i.e., 1/2 on 3/10/07 and 1/2 on 3/10/08); 6,048 will vest ratably over 3 years (i.e., 1/3 on 3/3/07, 1/3 on 3/3/08 and 1/3 on 3/3/09); and 1,500 will vest ratably over three years (1/3 on 6/14/07, 1/3 on 6/14/08 and 1/3 on 1/3 on 6/14/09). Upon vesting these securities automatically convert into an equal number of shares of the Company common stock.

(2) As this award automatically converts upon the vesting date, there is no expiration date for this derivative security.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.