

KORN FERRY INTERNATIONAL
 Form 4
 July 03, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
REILLY PAUL C

(Last) (First) (Middle)

C/O KORN/FERRY INTERNATIONAL, 1900 AVENUE OF THE STARS, SUITE 2600

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KORN FERRY INTERNATIONAL [KFY]

3. Date of Earliest Transaction (Month/Day/Year)
 06/29/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman

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 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$0.01 per share | 07/02/2007 | | M | | 200,000 | A | \$ 7.38 426,980 |
| Common Stock, par value \$0.01 per share | 07/02/2007 | | M | | 160,000 | A | \$ 15.5 586,980 |

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| | | | | | | | |
|---|------------|------------------|---------|---|---------------------|---------|---|
| Common Stock, par value \$0.01 per share ⁽¹⁾ | 06/29/2007 | A | 58,925 | A | \$ 0 ⁽²⁾ | 645,905 | D |
| Common Stock, par value \$0.01 per share | 07/02/2007 | S | 500,000 | D | \$ 25.1 | 145,905 | D |
| Common Stock, par value \$0.01 per share | 07/02/2007 | F ⁽³⁾ | 45,176 | D | \$ 26.65 | 100,729 | D |
| Common Stock, par value \$0.01 per share | 06/29/2007 | F ⁽⁴⁾ | 15,197 | D | \$ 26.26 | 85,532 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (right to buy) | \$ 7.38 | 07/02/2007 | | M | 200,000 | ⁽⁵⁾ 09/27/2012 | Common Stock, par value \$0.01 per share 200,000 |
| Employee Stock Option (right to buy) | \$ 15.5 | 07/02/2007 | | M | 160,000 | ⁽⁷⁾ 06/29/2011 | Common Stock, par value \$0.01 per share 160,000 |

buy)

share

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| REILLY PAUL C C/O KORN/FERRY INTERNATIONAL 1900 AVENUE OF THE STARS, SUITE 2600 LOS ANGELES, CA 90067 | X | | Chairman | |

Signatures

/s/ Peter L. Dunn,
attorney-in-fact

07/03/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The restricted stock vested on June 29, 2007.
- (2) Granted to Reporting Person per employment agreement dated April 24, 2007.
- (3) Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on July 2, 2007, of 121,316 shares of restricted stock held by Reporting Person.
- (4) Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on June 29, 2007, of 58,925 shares of restricted stock held by Reporting Person.
- (5) The option vested in 3 equal annual installments beginning on September 27, 2003.
- (6) Granted as compensation for services as an officer.
- (7) The option vested in 3 equal annual installments beginning on June 29, 2002.

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.