

KORN FERRY INTERNATIONAL

Form 4

March 14, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LOWE DAVID L

(Last) (First) (Middle)

**C/O FRIEDMAN FLEISCHER &
LOWE GP, LLC, ONE MARITIME
PLAZA, SUITE 1000**

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2005

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
7.5% Convertible Series A Preferred Stock <u>(1)</u>	\$ 10.19	03/10/2005		J <u>(3)</u>		3,122		06/13/2002	06/13/2010	Common Stock	306
7.5% Convertible Series A Preferred Stock <u>(2)</u>	\$ 10.19	03/10/2005		J <u>(3)</u>		57		06/13/2002	06/13/2010	Common Stock	5,5
7.5% Convertible Subordinated Note Due 2010 <u>(1)</u>	\$ 10.19	03/10/2005		J <u>(3)</u>		1 <u>(4)</u>		06/13/2002	06/13/2010	Common Stock	1,22
7.5% Convertible Subordinated Note Due 2010 <u>(2)</u>	\$ 10.19	03/10/2005		J <u>(3)</u>		1 <u>(4)</u>		06/13/2002	06/13/2010	Common Stock	22,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOWE DAVID L C/O FRIEDMAN FLEISCHER & LOWE GP, LLC ONE MARITIME PLAZA, SUITE 1000 SAN FRANCISCO, CA 94111	X			

Signatures

/s/ David Lowe 03/14/2005

**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 amounts listed reflect the beneficial ownership of the Issuer's securities by FFL Capital Partners, all of which may be deemed attributable to FFL GP because FFL GP is the sole general partner of FFL Capital Partners.
- (2) The amounts listed reflect the beneficial ownership of the Issuer's securities by FFL Executive Partners, all of which may be deemed attributable to FFL GP because FFL GP is the sole general partner of FFL Executive Partners.
- (3) Sale made to Credit Suisse First Boston Capital LLC pursuant to a Forward Sale Contract entered into as of March 10, 2005. The Forward Sale Contract provides that the selling person will be required to deliver the Convertible Securities in March, 2007.
- (4) Notes with the aggregate principal amounts of \$12,491,531 and \$225,469, respectively.

This Statement of Changes in Beneficial Ownership on Form 4 is filed by David L. Lowe (the "Reporting Person"). Mr. Lowe was appointed as a member of the Board of Directors of the Issuer on June 27, 2002. The Reporting Person is a senior managing member of

- (5) Friedman Fleischer & Lowe GP, LLC, a Delaware limited liability company ("FFL GP"), FFL GP is the general partner of each of Friedman Fleischer & Lowe Capital Partners, L.P. ("FFL Capital Partners") and FFL Executive Partners, L.P. ("FFL Executive Partners", and together with FFL Capital Partners, the "FFL Funds").

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

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