

HALF ROBERT INTERNATIONAL INC /DE/
Form DEFA14A
April 24, 2008

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

ROBERT HALF INTERNATIONAL INC.

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

.. Fee paid previously with preliminary materials

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

The following letter, dated April 24, 2008, was sent from M. Keith Waddell, Vice Chairman and Chief Financial Officer of the Registrant, to FMR Corporation, a stockholder of the Registrant. The letter may be deemed "soliciting materials" within the meaning of the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Securities and Exchange Commission thereunder.

April 24, 2008

Joseph Vitelli

FMR Corporation

1 Spartan Way

TS 1E

Merrimack, NH 03054

Re: Robert Half International Inc.
Stock Incentive Plan

Dear Mr. Vitelli:

This letter will confirm that, at the May 6, 2008, meeting of the Board of Directors of Robert Half International Inc., management will recommend the following amendments of the Stock Incentive Plan to the Board of Directors:

1. The last sentence of the second paragraph of Section 3(a) currently states:
Only the Board of Directors may make Award grants and administer the Plan with respect to Outside Directors.

It will be recommended that such sentence be amended to state:

Only the Compensation Committee may make Award grants and administer the Plan with respect to Section 16 Participants.

2. Sections 6(c), 7(d), 9(d) and 10(c) currently state that awards may provide for accelerated vesting in the event of Protiviti Retirement, Staffing/Headquarters Retirement, a Change in Control, or other events, including as provided in any Other Agreement. It will be recommended that such sections be amended to state that awards may provide for accelerated vesting in the event of Protiviti Retirement, Staffing/Headquarters Retirement, a Change in Control, or, if specified at the time of grant, termination of employment, including as provided in any Other Agreement.

Management expects such amendments to be adopted by the Board of Directors.

Sincerely,

/s/ M. Keith Waddell

Vice Chairman and Chief Financial Officer