

KORN FERRY INTERNATIONAL

Form 4

December 21, 2004

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 *
HOURIHAN GARY 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)
12/17/2004

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 _____ Other (specify
below) below)
EVP and Pres. Global Mngmt

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)
Common Stock, par value \$0.01 per share	12/17/2004		M	10,500 A	\$ 14 94,031	D	
Common Stock, par value \$0.01 per share	12/17/2004		S	2,800 D	\$ 21.3 91,231	D	
Common Stock, par	12/17/2004		S	300 D	\$ 90,931 21.35	D	

value \$0.01
per share

Common
Stock, par
value \$0.01
per share

12/17/2004

S

5,800

D

\$
21.36

85,131

D

Common
Stock, par
value \$0.01
per share

12/17/2004

S

600

D

\$
21.37

84,531

D

Common
Stock, par
value \$0.01
per share

12/17/2004

S

100

D

\$
21.38

84,441

D

Common
Stock, par
value \$0.01
per share

12/17/2004

S

100

D

\$ 21.4

84,341

D

Common
Stock, par
value \$0.01
per share

12/17/2004

S

600

D

\$
21.41

83,731

D

Common
Stock, par
value \$0.01
per share

12/17/2004

S

200

D

\$
21.42

83,531

D

Common
Stock, par
value \$0.01
per share

12/20/2004

M

3,166

A

\$ 14

86,697

D

Common
Stock, par
value \$0.01
per share

12/20/2004

M

20,000

A

\$ 7.38

106,697

D

Common
Stock, par
value \$0.01
per share

12/20/2004

M

8,334

A

\$ 8.1

115,031

D

Common
Stock, par
value \$0.01
per share

12/20/2004

S

5,200

D

\$
21.28

109,831

D

Common
Stock, par
value \$0.01

12/20/2004

S

400

D

\$
21.33

109,431

D

per share

Common Stock, par value \$0.01 per share	12/20/2004	S	100	D	\$ 21.34	109,331	D
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Common Stock, par value \$0.01 per share	12/20/2004	S	400	D	\$ 21.35	108,931	D
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Common Stock, par value \$0.01 per share	12/20/2004	S	400	D	\$ 21.36	108,531	D
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Common Stock, par value \$0.01 per share	12/20/2004	S	4,300	D	\$ 21.37	104,231	D
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Common Stock, par value \$0.01 per share	12/20/2004	S	500	D	\$ 21.38	103,731	D
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Common Stock, par value \$0.01 per share	12/20/2004	S	1,500	D	\$ 21.39	102,231	D
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Common Stock, par value \$0.01 per share	12/20/2004	S	1,300	D	\$ 21.4	100,931	D
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Common Stock, par value \$0.01 per share	12/20/2004	S	1,800	D	\$ 21.41	99,131	D
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Common Stock, par value \$0.01 per share	12/20/2004	S	1,900	D	\$ 21.42	97,231	D
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Common Stock, par value \$0.01 per share	12/20/2004	S	800	D	\$ 21.43	96,431	D
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Common Stock, par value \$0.01 per share	12/20/2004	S	500	D	\$ 21.44	95,931	D
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Common Stock, par value \$0.01 per share	12/20/2004	S	4,000	D	\$ 21.45	91,931	D
Common Stock, par value \$0.01 per share	12/20/2004	S	600	D	\$ 21.46	91,331	D
Common Stock, par value \$0.01 per share	12/20/2004	S	300	D	\$ 21.47	91,031	D
Common Stock, par value \$0.01 per share	12/20/2004	S	700	D	\$ 21.5	90,331	D
Common Stock, par value \$0.01 per share	12/20/2004	S	200	D	\$ 21.52	90,131	D

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)

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 or Number of Shares
Employee Stock Option (right to buy)	\$ 14	12/17/2004		M	10,500	02/10/2000 ⁽¹⁾ 02/10/2009	Common Stock 10,500
Employee Stock	\$ 14	12/20/2004		M	3,166	02/10/2000 ⁽¹⁾ 02/10/2009	Common Stock 3,166

Option
(right to
buy)

Employee
Stock

Option \$ 7.38 12/20/2004
(right to
buy)

M

20,000 09/27/2003⁽²⁾ 09/27/2012Common
Stock 20,0

Employee
Stock

Option \$ 8.1 12/20/2004
(right to
buy)

M

8,334 06/30/2004⁽³⁾ 06/30/2013Common
Stock 8,33

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HOURIHAN GARY C
C/O KORN/FERRY INTERNATIONAL
1900 AVENUE OF THE STARS, SUITE 2600
LOS ANGELES, CA 90067

EVP and Pres. Global Mngmt

Signatures

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

12/21/2004

 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 option vested in three equal annual installments beginning on February 10, 2000.
- (2) The option vests in three equal annual installments beginning on September 27, 2003.
- (3) The option vests in three equal annual installments beginning on June 30, 2004.

Remarks:

This is the first of two Form 4s filed by the Reporting Person on the same date.

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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