

BURNISON GARY D
 Form 4
 December 15, 2004

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 *
 BURNISON GARY D

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/13/2004

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 COO, CFO and EVP

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

LOS ANGELES, CA 90067

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	12/13/2004		S		7,300	D	\$ 21.24
Common Stock, par value \$0.01 per share	12/13/2004		S		4,800	D	\$ 21.27
Common Stock, par	12/13/2004		S		2,200	D	\$ 21.32
							48,529

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value \$0.01 per share							
Common Stock, par value \$0.01 per share	12/13/2004	S	2,000	D	\$ 21.37	46,529	D
Common Stock, par value \$0.01 per share	12/13/2004	S	1,700	D	\$ 21.28	44,829	D
Common Stock, par value \$0.01 per share	12/13/2004	S	1,000	D	\$ 21.41	43,829	D
Common Stock, par value \$0.01 per share	12/13/2004	S	1,000	D	\$ 21.3	42,829	D
Common Stock, par value \$0.01 per share	12/13/2004	S	800	D	\$ 21.34	42,029	D
Common Stock, par value \$0.01 per share	12/13/2004	S	200	D	\$ 21.31	41,829	D
Common Stock, par value \$0.01 per share	12/14/2004	S	500	D	\$ 21.19	41,329	D
Common Stock, par value \$0.01 per share	12/14/2004	S	500	D	\$ 21.15	40,829	D
Common Stock, par value \$0.01 per share	12/14/2004	M	20,000	A	\$ 9.95	60,829	D
Common Stock, par value \$0.01 per share	12/14/2004	S	20,000	D	\$ 21.16	40,829	D

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

**Persons who respond to the collection of
information contained in this form are not**

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(9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)
Employee Stock Option (right to buy)	\$ 9.95	12/14/2004		M	20,000	06/03/2003 ⁽¹⁾ 06/03/2012	Common Stock 20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNISON GARY D C/O KORN/FERRY INTERNATIONAL 1900 AVENUE OF THE STARS, SUITE 2600 LOS ANGELES, CA 90067			COO, CFO and EVP	

Signatures

/s/ Peter L. Dunn, 12/15/2004
Attorney-in-fact

**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 vests in three equal annual installments beginning on June 03, 2003.

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.