

HOURIHAN GARY C
Form 4
July 05, 2005

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 *
HOURIHAN GARY C

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)
06/30/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP and Pres. Global Mngmt

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 06/30/2005 | | M | | 8,333 | A | \$ 8.1 |
| | | | | | 66,864 | | D |
| Common Stock, par value \$0.01 per share | 06/30/2005 | | S | | 667 | D | \$ 17.55 |
| | | | | | 66,197 | | D |
| Common Stock, par | 06/30/2005 | | S | | 1,833 | D | \$ 17.56 |
| | | | | | 64,364 | | D |

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| | | | | | | | |
|---|------------|------------------|-------|---|-------------|--------|---|
| value \$0.01 per share | | | | | | | |
| Common Stock, par value \$0.01 per share | 06/30/2005 | S | 83 | D | \$ 17.57 | 64,281 | D |
| Common Stock, par value \$0.01 per share | 06/30/2005 | S | 3,333 | D | \$ 17.6 | 60,948 | D |
| Common Stock, par value \$0.01 per share | 06/30/2005 | S | 250 | D | \$ 17.62 | 60,698 | D |
| Common Stock, par value \$0.01 per share | 06/30/2005 | S | 1,417 | D | \$ 17.64 | 59,281 | D |
| Common Stock, par value \$0.01 per share | 06/30/2005 | S | 750 | D | \$ 17.65 | 58,531 | D |
| Common Stock, par value \$0.01 per share | 06/30/2005 | F ⁽¹⁾ | 3,024 | D | \$ 17.69 | 55,507 | 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 required to respond unless the form displays a currently valid OMB control number.

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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 or Number of |

Employee
Stock
Option (right to buy)

\$ 8.1

06/30/2005

M

8,333

06/30/2004⁽²⁾

06/30/2013

Common Stock

8,333

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

06/30/2005

**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) Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on June 30, 2005, of 9,321 shares of restricted stock held by the Reporting Person.
- (2) The option vests in three equal installments beginning on June 30, 2004.

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.