

REILLY PAUL C
Form 4
June 29, 2006

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 *
REILLY PAUL C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & Chief Exec Officer

(Last) (First) (Middle)
C/O KORN/FERRY
INTERNATIONAL, 1900 AVENUE
OF THE STARS, SUITE 2600

3. Date of Earliest Transaction
(Month/Day/Year)
06/27/2006

(Street)
LOS ANGELES, CA 90067

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

(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 | (D) | Price |
| Common Stock, par value \$0.01 per share ⁽¹⁾ | 06/27/2006 | | A | | 88,770 | A | 2 326,508 |
| Common Stock, par value \$0.01 per share | 06/28/2006 | | M | | 109,600 | A | \$ 15.5 436,108 |

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| | | | | | | | |
|--|------------|---|--------|---|-------------|---------|---|
| Common Stock, par value \$0.01 per share | 06/28/2006 | S | 25,800 | D | \$ 19 | 410,308 | D |
| Common Stock, par value \$0.01 per share | 06/28/2006 | S | 1,500 | D | \$ 19.03 | 408,808 | D |
| Common Stock, par value \$0.01 per share | 06/28/2006 | S | 1,800 | D | \$ 19.04 | 407,008 | D |
| Common Stock, par value \$0.01 per share | 06/28/2006 | S | 900 | D | \$ 19.06 | 406,108 | D |
| Common Stock, par value \$0.01 per share | 06/28/2006 | S | 3,100 | D | \$ 19.07 | 403,008 | D |
| Common Stock, par value \$0.01 per share | 06/28/2006 | S | 800 | D | \$ 19.08 | 402,208 | D |
| Common Stock, par value \$0.01 per share | 06/28/2006 | S | 1,600 | D | \$ 19.09 | 400,608 | D |
| Common Stock, par value \$0.01 per share | 06/28/2006 | S | 4,000 | D | \$ 19.1 | 396,608 | D |
| Common Stock, par value \$0.01 per share | 06/28/2006 | S | 4,400 | D | \$ 19.11 | 392,208 | D |
| | 06/28/2006 | S | 300 | D | | 391,908 | D |

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| | | | | | | | |
|--|------------|---|--------|---|-------------|---------|---|
| Common Stock, par value \$0.01 per share | | | | | \$ 19.12 | | |
| Common Stock, par value \$0.01 per share | 06/28/2006 | S | 1,800 | D | \$ 19.13 | 390,108 | D |
| Common Stock, par value \$0.01 per share | 06/28/2006 | S | 3,400 | D | \$ 19.14 | 386,708 | D |
| Common Stock, par value \$0.01 per share | 06/28/2006 | S | 7,000 | D | \$ 19.15 | 379,708 | D |
| Common Stock, par value \$0.01 per share | 06/28/2006 | S | 900 | D | \$ 19.16 | 378,808 | D |
| Common Stock, par value \$0.01 per share | 06/28/2006 | S | 900 | D | \$ 19.17 | 377,908 | D |
| Common Stock, par value \$0.01 per share | 06/28/2006 | S | 600 | D | \$ 19.18 | 377,308 | D |
| Common Stock, par value \$0.01 per share | 06/28/2006 | S | 2,500 | D | \$ 19.19 | 374,808 | D |
| Common Stock, par value \$0.01 per share | 06/28/2006 | S | 18,000 | D | \$ 19.2 | 356,808 | D |
| | 06/28/2006 | S | 1,000 | D | | 355,808 | D |

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| | | | | | | | |
|--|------------|---|--------|---|----------|---------|---|
| Common Stock, par value \$0.01 per share | | | | | \$ 19.21 | | |
| Common Stock, par value \$0.01 per share | 06/28/2006 | S | 1,200 | D | \$ 19.22 | 354,608 | D |
| Common Stock, par value \$0.01 per share | 06/28/2006 | S | 19,500 | D | \$ 19.23 | 335,108 | D |
| Common Stock, par value \$0.01 per share | 06/28/2006 | S | 1,700 | D | \$ 19.24 | 333,408 | D |
| Common Stock, par value \$0.01 per share | 06/28/2006 | S | 6,900 | D | \$ 19.25 | 326,508 | D |
| Common Stock, par value \$0.01 per share | 06/29/2006 | M | 40,400 | A | \$ 15.5 | 366,908 | D |
| Common Stock, par value \$0.01 per share | 06/29/2006 | S | 2,100 | D | \$ 19.15 | 364,808 | D |
| Common Stock, par value \$0.01 per share | 06/29/2006 | S | 300 | D | \$ 19.18 | 364,508 | D |
| Common Stock, par value \$0.01 per share | 06/29/2006 | S | 400 | D | \$ 19.2 | 364,108 | D |
| | 06/29/2006 | S | 300 | D | | 363,808 | D |

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Common Stock, par value \$0.01 per share \$ 19.25

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

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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 Number Shares |
| Employee Stock Option (right to buy) | \$ 15.5 | 06/28/2006 | | M | 109,600 | 06/28/2006 06/29/2006 | Common Stock, par value \$0.01 per share 109,600 |
| Employee Stock Option (right to buy) | \$ 15.5 | 06/29/2006 | | M | \$ 40,400 | 06/28/2006 06/29/2006 | Common Stock, par value \$0.01 per share 40,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| REILLY PAUL C C/O KORN/FERRY INTERNATIONAL 1900 AVENUE OF THE STARS, SUITE 2600 LOS ANGELES, CA 90067 | X | | Chairman & Chief Exec Officer | |

Signatures

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

06/29/2006

__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 restricted stock vests in four equal annual installments beginning on June 27, 2007.
 - (2) Granted as compensation for services as an officer.

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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