

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 ____ 10% Owner
____X____ Officer (give title below) ____ 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)
____X____ 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)
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 \$ 8.1 06/30/2005

M

8,333 06/30/2004⁽²⁾ 06/30/2013Common
Stock

8,333

(right to
buy)

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.

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