

KORN FERRY INTERNATIONAL  
 Form 4  
 September 25, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 MCNABB ROBERT

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)  
 09/22/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 CEO of Futurestep 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 | 09/22/2006                           |  | M                              |   | 35,000  | A  | \$ 11.16                                   |
| Common Stock, par value \$0.01 per share | 09/22/2006                           |  | S                              |   | 300   | D  | \$ 20.75                                   |
| Common Stock, par                        | 09/22/2006                           |  | S                              |   | 300   | D  | \$ 20.76                                   |

Edgar Filing: KORN FERRY INTERNATIONAL - Form 4

|   |            |   |        |   |             |        |   |
|---|------------|---|--------|---|-------------|--------|---|
| value \$0.01<br>per share                         |            |   |        |   |             |        |   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/22/2006 | S | 11,900 | D | \$<br>20.77 | 63,720 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/22/2006 | S | 500    | D | \$<br>20.78 | 63,220 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/22/2006 | S | 1,400  | D | \$<br>20.79 | 61,820 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/22/2006 | S | 600    | D | \$ 20.8     | 61,220 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/22/2006 | S | 300    | D | \$<br>20.81 | 60,920 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/22/2006 | S | 200    | D | \$<br>20.82 | 60,720 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/22/2006 | S | 200    | D | \$<br>20.83 | 60,520 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/22/2006 | S | 1,400  | D | \$<br>20.84 | 59,120 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/22/2006 | S | 1,800  | D | \$<br>20.85 | 57,320 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/22/2006 | S | 5,500  | D | \$<br>20.86 | 51,820 | D |
| Common<br>Stock, par<br>value \$0.01              | 09/22/2006 | S | 6,200  | D | \$<br>20.87 | 45,620 | D |

Edgar Filing: KORN FERRY INTERNATIONAL - Form 4

per share

|   |            |   |       |   |             |        |   |
|---|------------|---|-------|---|-------------|--------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/22/2006 | S | 1,100 | D | \$<br>20.88 | 44,520 | D |
|---|------------|---|-------|---|-------------|--------|---|

|   |            |   |       |   |             |        |   |
|---|------------|---|-------|---|-------------|--------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/22/2006 | S | 1,000 | D | \$<br>20.89 | 43,520 | D |
|---|------------|---|-------|---|-------------|--------|---|

|   |            |   |     |   |         |        |   |
|---|------------|---|-----|---|---------|--------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/22/2006 | S | 200 | D | \$ 20.9 | 43,320 | D |
|---|------------|---|-----|---|---------|--------|---|

|   |            |   |       |   |             |        |   |
|---|------------|---|-------|---|-------------|--------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/22/2006 | S | 1,200 | D | \$<br>20.91 | 42,120 | D |
|---|------------|---|-------|---|-------------|--------|---|

|   |            |   |     |   |             |        |   |
|---|------------|---|-----|---|-------------|--------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/22/2006 | S | 300 | D | \$<br>20.93 | 41,820 | D |
|---|------------|---|-----|---|-------------|--------|---|

|   |            |   |     |   |             |        |   |
|---|------------|---|-----|---|-------------|--------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/22/2006 | S | 200 | D | \$<br>20.97 | 41,620 | D |
|---|------------|---|-----|---|-------------|--------|---|

|   |            |   |     |   |             |        |   |
|---|------------|---|-----|---|-------------|--------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/22/2006 | S | 400 | D | \$<br>20.99 | 41,220 | 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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|---|---|---|---|---|--|--|--|
|---|---|---|---|---|--|--|--|

|                                      | Code     | V | (A)        | (D) | Date Exercisable | Expiration Date           | Title      | Amount              |
|--------------------------------------|----------|---|------------|-----|------------------|---------------------------|------------|---------------------|
|                                      |          |   |            |     |                  |                           |            | or Number of Shares |
| Employee Stock Option (right to buy) | \$ 11.16 |   | 09/22/2006 | M   | 35,000           | 05/03/2002 <sup>(1)</sup> | 01/07/2012 | Common Stock 35,000 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| MCNABB ROBERT<br>C/O KORN/FERRY INTERNATIONAL<br>1900 AVENUE OF THE STARS, SUITE 2600<br>LOS ANGELES, CA 90067 |               |           | CEO of Futurestep and EVP |       |

## Signatures

/s/ Peter L. Dunn, attorney-in-fact 09/25/2006

\*\*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) This option vested in three equal installments on May 3, 2002, December 3, 2003 and December 3, 2004.

(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.

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.