KORN FERRY INTERNATIONAL

Form 4

February 05, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MILLER EDWARD D

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

KORN FERRY INTERNATIONAL

[KFY]

(First) (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 02/01/2007

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify below)

C/O KORN/FERRY

(Last)

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

LOS ANGELES, CA 90067

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

561

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Indirect Form: Direct (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

(Instr. 3 and 4) Price Code V Amount (D)

Common

per share (1)

Stock, par 02/01/2007 value \$0.01

A

(2)

11,050

D

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

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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 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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerci Expiration Dat (Month/Day/Y	e	7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 24.08	02/01/2007		A	271	02/01/2007	02/01/2017	Common Stock, par value \$0.01 per share	271

Reporting Owners

attorney-in-fact

Reporting Owner Name / Address		Relationships			
coporting of the control of the cont	Director	10% Owner	Officer	Other	
MILLER EDWARD D C/O KORN/FERRY INTERNATIONAL 1900 AVENUE OF THE STARS, SUITE 2600 LOS ANGELES, CA 90067	X				
Signatures					
/s/ Peter L. Dunn, 02/05/200)7				

**Signature of Reporting Person Da

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 on February 1, 2008.
- (2) Granted as compensation for services as a director.

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. STYLE="vertical-align: bottom; padding: 0; text-indent:

0"> (/ /) Stock code (if listed) Class of shares

issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)(/ /) Total

B. (Ordinary shares) (Preference shares) (Other class)

Reporting Owners 2

No. of new

No. of new

For Main Board and GEM listed issuers

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

shares of shares of issuer which issuer issued Currency of Amount at close Converted Amount at during the may be issued during close of the month pursuant of preceding Class and description amount thereto as at month outstanding month pursuant month close of the thereto month 1. Stock code (if listed) Class of shares issuable (*Note 1*) Subscription price **EGM** approval date (if (/ /applicable) (dd/mm/yyyy)) 2. Stock code (if listed) Class of shares issuable (*Note 1*)

(///)

Subscription

price

```
EGM
approval
date (if
applicable)
(dd/mm/yyyy)
     3.
Stock
code (if
listed)
Class of
shares
issuable
(Note 1)
Subscription
price
EGM
approval
date (if
        (1 | 1)
                   )
applicable)
(dd/mm/yyyy)
     4.
Stock
code (if
listed)
Class of
shares
issuable
(Note 1)
Subscription
price
EGM
approval
date (if ( / / )
applicable)
(dd/mm/yyyy)
          Total C. (Ordinary shares)
                                                 (Preference
                                                 shares)
                                                 (Other class)
```

	y other Agreements or Arrangements to Issue Shares of the n under Share Option Schemes)	Issuer which are to be	e Listed, including Options (other
	l particulars including EGM approval date (dd/mm/yyyy), pplicable, and class of shares issuable:	issuer issued during	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.			
2.	H shares (Note 1)	NIL	
2.	(/ /) shares (Note 1)		
	Total D. (Ordinary shares)	NIL	

(Preference shares) (Other class)

For Main Board and GEM listed issuers

Other Moveme	ents in Issued Share Capital	1			
Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	issuer which may be
1. Rights issue		Class of shares issuable (Note 1)		_	
	At price : State currency	Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(//)		
2 0			(//)		
2. Open offer		Class of shares issuable (Note 1)		_	
	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(//)		
		EGM approval date:			
		(dd/mm/yyyy)			
			(//)		

For Main Board and GEM listed issuers

3.	Placing			
			Class of shares issuable (Note 1)	
		At price : State currency	Issue and allotment date: (dd/mm/yyyy)	(//)
			EGM approval date:	
			(dd/mm/yyyy)	
				(//)
4.	Bonus			
1330			Class of shares issuable (Note 1)	
			Issue and allotment date: (dd/mm/yyyy)	(//)
			EGM approval date:	

(dd/mm/yyyy)

(//)

For Main Board and GEM listed issuers

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	which may be issued
5. Scrip dividend		Class of shares issuable (Note 1)		_	
	At price : State currency	Issue and allotment date: (dd/mm/yyyy)	(//)		
		EGM approval date:			
		(dd/mm/yyyy)	(//)		
6. Repurchase					
of shares		Class of shares repurchased (Note 1)		-	
		Cancellation date : (dd/mm/yyyy)	(//)		
		EGM approval date:			
		(dd/mm/yyyy)			

(//)Class of shares redeemed (*Note 1*) Redemption date: (dd/mm/yyyy) Redemption of shares (//)EGM approval date: (dd/mm/yyyy) (//)8. Consideration issue Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) At price: State currency (//)EGM approval date: (dd/mm/yyyy) (//)Class of shares issuable (Note 1) Issue and allotment date: 9. Capital (dd/mm/yyyy) reorganisation (//)EGM approval date: (dd/mm/yyyy)

(//)

For Main Board and GEM listed issuers

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
		Class of shares issuable (Note 1)		
10. Other (Please specify)	At proteste currency:	Issue and all(ot/m)ent date : (dd/mm/yyyy)		
		(//) EGM approval date:		

Total

E. (Ordinary

(dd/mm/yyyy)

shares)

(Preference shares)

(Other class)

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	N/A
(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issu	ed
Share Capital").)	

For Main Board and GEM listed issuers
Remarks (if any):
Submitted by: WANG JIAN
Fitle: JOINT COMPANY SECRETARY (Director, Secretary or other duly authorised officer)
Notes :
1. State the class of shares (e.g. ordinary, preference or other).
2. If there is insufficient space, please append the prescribed continuation sheet.