

HOURIHAN GARY C
Form 4
June 19, 2007

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)
06/30/2004

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
EVP&Pres.Global Leadership Dev

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	06/15/2007		M		32,475	A	\$ 22.44
Common Stock, par value \$0.01 per share	06/15/2007		M		6,473	A	\$ 19.37
Common Stock, par	06/15/2007		M		2,990	A	\$ 17.97
							80,334
							86,807
							89,797

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value \$0.01 per share							
Common Stock, par value \$0.01 per share	06/15/2007	S	41,938	D	\$ 26.5	47,859	D
Common Stock, par value \$0.01 per share	06/18/2007	S	800	D	\$ 27.01	47,059	D
Common Stock, par value \$0.01 per share	06/18/2007	S	100	D	\$ 27	46,959	D
Common Stock, par value \$0.01 per share	06/18/2007	S	600	D	\$ 26.98	46,359	D
Common Stock, par value \$0.01 per share	06/18/2007	S	600	D	\$ 26.9	45,759	D
Common Stock, par value \$0.01 per share	06/18/2007	S	1,400	D	\$ 26.89	44,359	D
Common Stock, par value \$0.01 per share	06/18/2007	S	600	D	\$ 26.95	43,759	D
Common Stock, par value \$0.01 per share	06/18/2007	S	400	D	\$ 26.87	43,359	D
Common Stock, par value \$0.01 per share	06/18/2007	S	300	D	\$ 26.88	43,059	D
Common Stock, par value \$0.01 per share	06/18/2007	S	200	D	\$ 26.99	42,859	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**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Shares
Employee Stock Option (right to buy)	\$ 19.37	06/30/2004		A	9,710	⁽¹⁾ 06/30/2014	Common Stock, par value \$0.01 per share 9,710
Employee Stock Option (right to buy)	\$ 22.44	06/15/2007		M	32,475	⁽³⁾ 06/06/2010	Common Stock, par value \$0.01 per share 32,475
Employee Stock Option (right to buy)	\$ 19.37	06/15/2007		M	6,473	⁽⁵⁾ 06/30/2014	Common Stock, par value \$0.01 per share 6,473
Employee Stock Option (right to buy)	\$ 17.97	06/15/2007		M	2,990	⁽⁷⁾ 07/06/2015	Common Stock, par value \$0.01 per share 2,990

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&Pres.Global Leadership Dev	

Signatures

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

06/19/2007

__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 option vests in 3 equal annual installments beginning on June 30 2005.
- (2) Granted as compensation for services as an officer.
- (3) The option vested in 3 equal annual installments beginning on June 6, 2001.
- (4) Granted as compensation for services as an officer.
- (5) The option vests in 3 equal annual installments beginning on June 30 2005.
- (6) Granted as compensation for services as an officer.
- (7) The option vests in 3 equal annual installments beginning on July 7, 2006.
- (8) 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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