

KORN FERRY INTERNATIONAL
 Form 4
 December 21, 2004

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)
 C/O KORN/FERRY
 INTERNATIONAL, 1900 AVENUE
 OF THE STARS, SUITE 2600

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/17/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and Pres. Global Mngmt

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.01 per share	12/17/2004		M		10,500 A \$ 14	94,031	D
Common Stock, par value \$0.01 per share	12/17/2004		S		2,800 D \$ 21.3	91,231	D
Common Stock, par	12/17/2004		S		300 D \$ 21.35	90,931	D

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value \$0.01 per share							
Common Stock, par value \$0.01 per share	12/17/2004	S	5,800	D	\$ 21.36	85,131	D
Common Stock, par value \$0.01 per share	12/17/2004	S	600	D	\$ 21.37	84,531	D
Common Stock, par value \$0.01 per share	12/17/2004	S	100	D	\$ 21.38	84,441	D
Common Stock, par value \$0.01 per share	12/17/2004	S	100	D	\$ 21.4	84,341	D
Common Stock, par value \$0.01 per share	12/17/2004	S	600	D	\$ 21.41	83,731	D
Common Stock, par value \$0.01 per share	12/17/2004	S	200	D	\$ 21.42	83,531	D
Common Stock, par value \$0.01 per share	12/20/2004	M	3,166	A	\$ 14	86,697	D
Common Stock, par value \$0.01 per share	12/20/2004	M	20,000	A	\$ 7.38	106,697	D
Common Stock, par value \$0.01 per share	12/20/2004	M	8,334	A	\$ 8.1	115,031	D
Common Stock, par value \$0.01 per share	12/20/2004	S	5,200	D	\$ 21.28	109,831	D
Common Stock, par value \$0.01	12/20/2004	S	400	D	\$ 21.33	109,431	D

per share							
Common Stock, par value \$0.01 per share	12/20/2004	S	100	D	\$ 21.34	109,331	D
Common Stock, par value \$0.01 per share	12/20/2004	S	400	D	\$ 21.35	108,931	D
Common Stock, par value \$0.01 per share	12/20/2004	S	400	D	\$ 21.36	108,531	D
Common Stock, par value \$0.01 per share	12/20/2004	S	4,300	D	\$ 21.37	104,231	D
Common Stock, par value \$0.01 per share	12/20/2004	S	500	D	\$ 21.38	103,731	D
Common Stock, par value \$0.01 per share	12/20/2004	S	1,500	D	\$ 21.39	102,231	D
Common Stock, par value \$0.01 per share	12/20/2004	S	1,300	D	\$ 21.4	100,931	D
Common Stock, par value \$0.01 per share	12/20/2004	S	1,800	D	\$ 21.41	99,131	D
Common Stock, par value \$0.01 per share	12/20/2004	S	1,900	D	\$ 21.42	97,231	D
Common Stock, par value \$0.01 per share	12/20/2004	S	800	D	\$ 21.43	96,431	D
Common Stock, par value \$0.01 per share	12/20/2004	S	500	D	\$ 21.44	95,931	D

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Common Stock, par value \$0.01 per share	12/20/2004	S	4,000	D	\$ 21.45	91,931	D
Common Stock, par value \$0.01 per share	12/20/2004	S	600	D	\$ 21.46	91,331	D
Common Stock, par value \$0.01 per share	12/20/2004	S	300	D	\$ 21.47	91,031	D
Common Stock, par value \$0.01 per share	12/20/2004	S	700	D	\$ 21.5	90,331	D
Common Stock, par value \$0.01 per share	12/20/2004	S	200	D	\$ 21.52	90,131	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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 14	12/17/2004		M	10,500	02/10/2000 ⁽¹⁾	02/10/2009	Common Stock	10,500
Employee Stock	\$ 14	12/20/2004		M	3,166	02/10/2000 ⁽¹⁾	02/10/2009	Common Stock	3,166

Option
(right to
buy)

Employee
Stock

Option	\$ 7.38	12/20/2004	M	20,000	09/27/2003 ⁽²⁾	09/27/2012	Common Stock	20,0
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Employee
Stock

Option	\$ 8.1	12/20/2004	M	8,334	06/30/2004 ⁽³⁾	06/30/2013	Common Stock	8,33
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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

12/21/2004

**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 vested in three equal annual installments beginning on February 10, 2000.
 - (2) The option vests in three equal annual installments beginning on September 27, 2003.
 - (3) The option vests in three equal annual installments beginning on June 30, 2004.

Remarks:

This is the first of two Form 4s filed by the Reporting Person on the same date.

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.