

REILLY PAUL C  
Form 4  
January 10, 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 \*  
REILLY PAUL 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)  
01/06/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & Chief Exec Officer

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 or Price		
Common Stock, par value \$0.01 per share	01/06/2005		S		25,700 D \$ 20	246,673	D
Common Stock, par value \$0.01 per share	01/06/2005		S		2,600 D \$ 20.01	244,073	D
Common Stock, par	01/06/2005		S		1,600 D \$ 20.02	242,473	D

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value \$0.01 per share							
Common Stock, par value \$0.01 per share	01/06/2005	S	800	D	\$ 20.03	241,673	D
Common Stock, par value \$0.01 per share	01/06/2005	S	2,800	D	\$ 20.04	238,873	D
Common Stock, par value \$0.01 per share	01/06/2005	S	5,900	D	\$ 20.05	232,973	D
Common Stock, par value \$0.01 per share	01/06/2005	S	1,100	D	\$ 20.06	231,873	D
Common Stock, par value \$0.01 per share	01/06/2005	S	1,300	D	\$ 20.09	230,573	D
Common Stock, par value \$0.01 per share	01/06/2005	S	1,000	D	\$ 20.11	229,573	D
Common Stock, par value \$0.01 per share	01/06/2005	S	1,100	D	\$ 20.12	228,473	D
Common Stock, par value \$0.01 per share	01/06/2005	S	100	D	\$ 20.13	228,373	D
Common Stock, par value \$0.01 per share	01/06/2005	S	800	D	\$ 20.14	227,573	D
Common Stock, par value \$0.01 per share	01/06/2005	S	2,800	D	\$ 20.15	224,773	D
Common Stock, par value \$0.01	01/06/2005	S	1,400	D	\$ 20.16	223,373	D

per share

Common Stock, par value \$0.01 01/06/2005 S 2,500 D \$ 20.17 220,873 D

per share

Common Stock, par value \$0.01 01/06/2005 S 3,000 D \$ 20.18 217,873 D

per share

Common Stock, par value \$0.01 01/06/2005 S 200 D \$ 20.19 217,673 D

per share

Common Stock, par value \$0.01 01/06/2005 S 1,500 D \$ 20.2 216,173 D

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

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**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address

**Relationships**

Director 10% Owner Officer Other  
 X Chairman & Chief Exec Officer

REILLY PAUL C  
C/O KORN/FERRY INTERNATIONAL  
1900 AVENUE OF THE STARS, SUITE 2600  
LOS ANGELES, CA 90067

## Signatures

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

01/10/2005

\_\_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).

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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