

FLEISCHER SPENCER C
Form 4
June 16, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
FLEISCHER SPENCER 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)
06/24/2002

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	06/15/2005		M		2,500	A	\$ 8.85
					2,500		D
Common Stock, par value \$0.01 per share	06/15/2005		M		392	A	\$ 8.85
					2,892		D

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Common Stock, par value \$0.01 per share	06/15/2005	M	1,242	A	\$ 6.9	4,134	D
Common Stock, par value \$0.01 per share	06/15/2005	M	2,500	A	\$ 7.08	6,634	D
Common Stock, par value \$0.01 per share	06/15/2005	M	1,004	A	\$ 8.72	7,638	D
Common Stock, par value \$0.01 per share	06/15/2005	M	1,430	A	\$ 6.26	9,068	D
Common Stock, par value \$0.01 per share	06/15/2005	M	1,285	A	\$ 7.05	10,353	D
Common Stock, par value \$0.01 per share	06/15/2005	M	903	A	\$ 10.32	11,256	D
Common Stock, par value \$0.01 per share	06/15/2005	M	2,500	A	\$ 9.55	13,756	D
Common Stock, par value \$0.01 per share	06/15/2005	M	1,022	A	\$ 9.05	14,778	D
Common Stock, par value \$0.01 per share	06/15/2005	M	716	A	\$ 12.52	15,494	D
	06/15/2005	M	582	A	\$ 15.37	16,076	D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

06/15/2005

M

1,342

A

\$ 14.49

17,418

D

06/15/2005

S

17,418

D

\$
17.1057

0

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 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	
Employee Stock Option (Right to Buy)	\$ 8.85	06/24/2002		A	2,500	06/24/2002	06/24/2012	Common Stock	2,
Employee Stock Option (Right to Buy)	\$ 8.85	06/24/2002		A	392	06/24/2002	06/24/2012	Common Stock	3
Employee Stock	\$ 6.9	08/01/2002		A	1,242	08/01/2002	08/01/2012	Common Stock	1,

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Option (Right to Buy)									
Employee Stock Option (Right to Buy)	\$ 8.85	06/15/2005	M	2,500	06/24/2002	06/24/2012	Common Stock	2,	
Employee Stock Option (Right to Buy)	\$ 8.85	06/15/2005	M	392	06/24/2002	06/24/2012	Common Stock	3	
Employee Stock Option (Right to Buy)	\$ 6.9	06/15/2005	M	1,242	08/01/2002	08/01/2012	Common Stock	1,	
Employee Stock Option (Right to Buy)	\$ 7.08	06/15/2005	M	2,500	09/24/2002	09/23/2012	Common Stock	2,	
Employee Stock Option (Right to Buy)	\$ 8.72	06/15/2005	M	1,004	11/05/2002	11/04/2012	Common Stock	1,	
Employee Stock Option (Right to Buy)	\$ 6.26	06/15/2005	M	1,430	02/03/2003	02/02/2013	Common Stock	1,	
Employee Stock Option (Right to Buy)	\$ 7.05	06/15/2005	M	1,285	05/01/2003	04/30/2013	Common Stock	1,	
Employee Stock Option (Right to Buy)	\$ 10.32	06/15/2005	M	903	08/01/2003	07/31/2013	Common Stock	9	
Employee Stock Option	\$ 9.55	06/15/2005	M	2,500	09/10/2003	09/10/2013 ⁽²⁾	Common Stock	2,	

(Right to Buy)

Employee Stock

Option (Right to Buy)	\$ 9.05	06/15/2005	M	1,022	11/03/2003	11/02/2013	Common Stock	1,
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Employee Stock

Option (Right to Buy)	\$ 12.52	06/15/2005	M	716	02/02/2004	02/01/2014	Common Stock	7
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Employee Stock

Option (Right to Buy)	\$ 15.37	06/15/2005	M	582	05/03/2004	05/03/2014	Common Stock	2
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Employee Stock

Option (Right to Buy)	\$ 14.49	06/15/2005	M	1,342	05/02/2005	05/02/2015	Common Stock	1,
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLEISCHER SPENCER C C/O KORN/FERRY INTERNATIONAL 1900 AVENUE OF THE STARS, SUITE 2600 LOS ANGELES, CA 90067	X			

Signatures

/s/ Peter L. Dunn, attorney-in-fact 06/16/2005

__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).
- (1) Granted as compensation for services as a director.
- (2) This form correctly reports the expiration date of this option which was reported as September 10, 2003 on the form filed March 9, 2004.

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.