

REILLY PAUL C

Form 4

June 29, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/27/2006

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

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share <sup>(1)</sup>	06/27/2006		A	88,770	A <u>(2)</u> 326,508	D	
Common Stock, par value \$0.01 per share	06/28/2006		M	109,600	A \$ 15.5 436,108	D	

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Common Stock, par value \$0.01 per share	06/28/2006	S	25,800	D	\$ 19	410,308	D
Common Stock, par value \$0.01 per share	06/28/2006	S	1,500	D	\$ 19.03	408,808	D
Common Stock, par value \$0.01 per share	06/28/2006	S	1,800	D	\$ 19.04	407,008	D
Common Stock, par value \$0.01 per share	06/28/2006	S	900	D	\$ 19.06	406,108	D
Common Stock, par value \$0.01 per share	06/28/2006	S	3,100	D	\$ 19.07	403,008	D
Common Stock, par value \$0.01 per share	06/28/2006	S	800	D	\$ 19.08	402,208	D
Common Stock, par value \$0.01 per share	06/28/2006	S	1,600	D	\$ 19.09	400,608	D
Common Stock, par value \$0.01 per share	06/28/2006	S	4,000	D	\$ 19.1	396,608	D
Common Stock, par value \$0.01 per share	06/28/2006	S	4,400	D	\$ 19.11	392,208	D
	06/28/2006	S	300	D		391,908	D

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Common Stock, par value \$0.01 per share					\$ 19.12		
Common Stock, par value \$0.01 per share	06/28/2006	S	1,800	D	\$ 19.13	390,108	D
Common Stock, par value \$0.01 per share	06/28/2006	S	3,400	D	\$ 19.14	386,708	D
Common Stock, par value \$0.01 per share	06/28/2006	S	7,000	D	\$ 19.15	379,708	D
Common Stock, par value \$0.01 per share	06/28/2006	S	900	D	\$ 19.16	378,808	D
Common Stock, par value \$0.01 per share	06/28/2006	S	900	D	\$ 19.17	377,908	D
Common Stock, par value \$0.01 per share	06/28/2006	S	600	D	\$ 19.18	377,308	D
Common Stock, par value \$0.01 per share	06/28/2006	S	2,500	D	\$ 19.19	374,808	D
Common Stock, par value \$0.01 per share	06/28/2006	S	18,000	D	\$ 19.2	356,808	D
	06/28/2006	S	1,000	D		355,808	D

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Common Stock, par value \$0.01 per share					\$ 19.21		
Common Stock, par value \$0.01 per share	06/28/2006	S	1,200	D	\$ 19.22	354,608	D
Common Stock, par value \$0.01 per share	06/28/2006	S	19,500	D	\$ 19.23	335,108	D
Common Stock, par value \$0.01 per share	06/28/2006	S	1,700	D	\$ 19.24	333,408	D
Common Stock, par value \$0.01 per share	06/28/2006	S	6,900	D	\$ 19.25	326,508	D
Common Stock, par value \$0.01 per share	06/29/2006	M	40,400	A	\$ 15.5	366,908	D
Common Stock, par value \$0.01 per share	06/29/2006	S	2,100	D	\$ 19.15	364,808	D
Common Stock, par value \$0.01 per share	06/29/2006	S	300	D	\$ 19.18	364,508	D
Common Stock, par value \$0.01 per share	06/29/2006	S	400	D	\$ 19.2	364,108	D
	06/29/2006	S	300	D		363,808	D

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Common  
Stock, par  
value  
\$0.01 per  
share

\$  
19.25

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 15.5	06/28/2006		M		109,600		06/28/2006	06/29/2006	Common Stock, par value \$0.01 per share	109,600
Employee Stock Option (right to buy)	\$ 15.5	06/29/2006		M		\$ 40,400		06/28/2006	06/29/2006	Common Stock, par value \$0.01 per share	40,400

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REILLY PAUL C C/O KORN/FERRY INTERNATIONAL 1900 AVENUE OF THE STARS, SUITE 2600 LOS ANGELES, CA 90067	X		Chairman & Chief Exec Officer	

## Signatures

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

06/29/2006

\_\_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 restricted stock vests in four equal annual installments beginning on June 27, 2007.
- (2) 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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