REILLY PAUL C

Form 4 October 10, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* REILLY PAUL C

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

KORN FERRY INTERNATIONAL [KFY]

(Check all applicable)

Chairman & Chief Exec Officer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

10/06/2006

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify

below)

C/O KORN/FERRY INTERNATIONAL, 1900 AVENUE

OF THE STARS, SUITE 2600

(State)

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Zip)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

LOS ANGELES, CA 90067

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of (D) Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (Month/Day/Year) (Instr. 8)

7. Nature of Indirect Ownership Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) (Instr. 4)

(A) (D)

Reported Transaction(s)

D

(Instr. 3 and 4)

Common

(City)

Stock, par value 10/06/2006

 $G^{(1)}$  V 28,000 D \$0 303,316

Price

\$0.01 per share

Common

Stock, par value

S 50,036 D \$ 21.7 253,280 D 10/06/2006

Code V Amount

\$0.01 per

share

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Common Stock, par

value 10/06/2006 S 24,300 D \$ 228,980 D

\$0.01 per share

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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 6. Date Exercisable and 7. Title and 8. Price of Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date** Amount of Derivative (Month/Day/Year) Security Underlying Security or Exercise of (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 5) Derivative Securities (Instr. 3 and 4) Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount or Expiration Title Number Date Exercisable Date of Code V (A) (D) Shares

# **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

X Chairman & Chief Exec Officer

LOS ANGELES, CA 90067

## **Signatures**

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

\*\*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 Reporting Person donated these shares to the University of Notre Dame.

Reporting Owners 2

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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.