

KORN FERRY INTERNATIONAL

Form 4

January 10, 2007

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BURNISON GARY D

(Last) (First) (Middle)

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

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
KORN FERRY INTERNATIONAL
[KFY]

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
COO, CFO and EVP

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	01/08/2007		M		10,000	A	\$ 9.95 132,222
Common Stock, par value \$0.01 per share	01/08/2007		M		20,000	A	\$ 7.38 152,222
Common Stock, par	01/08/2007		M		50,000	A	\$ 8.1 202,222

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value \$0.01 per share							
Common Stock, par value \$0.01 per share	01/08/2007	M	1,033	A	\$ 19.37	203,255	D
Common Stock, par value \$0.01 per share	01/08/2007	M	8,967	A	\$ 17.97	212,222	D
Common Stock, par value \$0.01 per share	01/08/2007	S	33,500	D	\$ 22.8	178,722	D
Common Stock, par value \$0.01 per share	01/08/2007	S	2,900	D	\$ 22.81	175,822	D
Common Stock, par value \$0.01 per share	01/08/2007	S	2,000	D	\$ 22.82	173,822	D
Common Stock, par value \$0.01 per share	01/08/2007	S	1,600	D	\$ 22.83	172,222	D
Common Stock, par value \$0.01 per share	01/08/2007	S	2,000	D	\$ 22.84	170,222	D
Common Stock, par value \$0.01 per share	01/08/2007	S	7,800	D	\$ 22.85	162,422	D
Common Stock, par value \$0.01 per share	01/08/2007	S	500	D	\$ 22.87	161,922	D
Common Stock, par value \$0.01 per share	01/08/2007	S	19,100	D	\$ 22.9	142,822	D
Common Stock, par value \$0.01	01/08/2007	S	200	D	\$ 22.91	142,622	D

per share

Common
Stock, par
value \$0.01
per share

01/08/2007

S

400

D

\$
22.92

142,222

D

Common
Stock, par
value \$0.01
per share

01/08/2007

S

14,600

D

\$
22.95

127,622

D

Common
Stock, par
value \$0.01
per share

01/08/2007

S

2,500

D

\$
22.96

125,122

D

Common
Stock, par
value \$0.01
per share

01/08/2007

S

2,600

D

\$
22.97

122,522

D

Common
Stock, par
value \$0.01
per share

01/08/2007

S

300

D

\$
22.98

122,222

D

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

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 19.37	06/30/2004		A		4,860		<u>(1)</u>	06/30/2014	Common Stock, par value \$0.01 per share	4,860
Employee Stock	\$ 9.95	01/08/2007		M		10,000		<u>(3)</u>	06/03/2012	Common Stock, par	10,000

Option (right to buy)								value \$0.01 per share	
Employee Stock Option (right to buy)	\$ 7.38	01/08/2007	M	20,000	<u>(4)</u>	09/27/2012	Common Stock, par value \$0.01 per share	20,000	
Employee Stock Option (right to buy)	\$ 8.1	01/08/2007	M	50,000	<u>(5)</u>	06/29/2013	Common Stock, par value \$0.01 per share	50,000	
Employee Stock Option (right to buy)	\$ 19.37	01/08/2007	M	1,033	<u>(1)</u>	06/30/2014	Common Stock, par value \$0.01 per share	1,033	
Employee Stock Option (right to buy)	\$ 17.97	01/08/2007	M	8,967	<u>(6)</u>	07/07/2015	Common Stock, par value \$0.01 per share	8,967	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNISON GARY D C/O KORN/FERRY INTERNATIONAL 1900 AVENUE OF THE STARS, SUITE 2600 LOS ANGELES, CA 90067			COO, CFO and EVP	

Signatures

/s/ Peter L. Dunn, 01/10/2007
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 option vests in three equal annual installments beginning on June 30, 2005.
- (2) Granted as compensation for services as an Officer.
- (3) The option vested in three equal annual installments beginning on June 3, 2003.
- (4) The option vested in three equal annual installments beginning on September 27, 2003.

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(5) The option vested in three equal annual installments beginning on June 30, 2004.

(6) The option vests in three equal annual installments beginning on July 7, 2006.

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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