

KORN FERRY INTERNATIONAL

Form 4

July 02, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCNABB ROBERT

(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)
07/02/2007

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 below) ____ Other (specify below)
CEO of Futurestep 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 Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	07/02/2007		M	3,237	A \$ 19.37	31,029	D
Common Stock, par value \$0.01 per share	07/02/2007		S	449	D \$ 26.38	30,580	D
Common Stock, par	07/02/2007		S	188	D \$ 26.37	30,392	D

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value \$0.01
per share

Common
Stock, par
value \$0.01
per share

07/02/2007

S

300

D

\$
26.36

30,092

D

Common
Stock, par
value \$0.01
per share

07/02/2007

S

200

D

\$
26.35

29,892

D

Common
Stock, par
value \$0.01
per share

07/02/2007

S

100

D

\$
26.34

29,792

D

Common
Stock, par
value \$0.01
per share

07/02/2007

S

200

D

\$
26.33

29,592

D

Common
Stock, par
value \$0.01
per share

07/02/2007

S

700

D

\$
26.32

28,892

D

Common
Stock, par
value \$0.01
per share

07/02/2007

S

400

D

\$
26.31

28,492

D

Common
Stock, par
value \$0.01
per share

07/02/2007

S

58

D

\$ 26.3

28,434

D

Common
Stock, par
value \$0.01
per share

07/02/2007

S

642

D

\$
26.29

27,792

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Disposition S
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 19.37	07/02/2007			M			3,237	<u>(1)</u>	06/30/2014	Common Stock, par value \$0.01 per share	3,237

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCNABB ROBERT C/O KORN/FERRY INTERNATIONAL 1900 AVENUE OF THE STARS, SUITE 2600 LOS ANGELES, CA 90067			CEO of Futurestep and EVP	

Signatures

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

07/02/2007

__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 vested in 3 equal annual installments beginning on June 30, 2005.

(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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