

KORN FERRY INTERNATIONAL

Form 4

March 17, 2014

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

OMB APPROVAL

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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 \*  
You Harry L.

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)  
03/13/2014

☒ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	03/13/2014		M	1,342	A \$ 14.49	21,821	D
Common Stock, par value \$0.01 per share	03/13/2014		M	292	A \$ 20.98	22,113	D

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Common Stock, par value \$0.01 per share	03/13/2014	M	2,500	A	\$ 21.95	24,613	D
Common Stock, par value \$0.01 per share	03/13/2014	M	271	A	\$ 24.08	24,884	D
Common Stock, par value \$0.01 per share	03/13/2014	M	304	A	\$ 19.88	25,188	D
Common Stock, par value \$0.01 per share	03/13/2014	M	300	A	\$ 21.67	25,488	D
Common Stock, par value \$0.01 per share	03/13/2014	M	341	A	\$ 18.15	25,829	D
Common Stock, par value \$0.01 per share	03/13/2014	S	4,334	D	\$ 28.4279 (1)	21,495	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 Securities (Instr. 3 and 4)	8. I Der Sec (In
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 14.49	03/13/2014	M			1,342	<u>(2)</u>	05/02/2015	Common Stock, par value \$0.01 per share	1,342
Stock Option (Right to Buy)	\$ 20.98	03/13/2014	M			292	<u>(2)</u>	05/01/2016	Common Stock, par value \$0.01 per share	292
Stock Option (Right to Buy)	\$ 21.95	03/13/2014	M			2,500	<u>(2)</u>	09/19/2016	Common Stock, par value \$0.01 per share	2,500
Stock Option (Right to Buy)	\$ 24.08	03/13/2014	M			271	<u>(2)</u>	02/01/2017	Common Stock, par value \$0.01 per share	271
Stock Option (Right to Buy)	\$ 19.88	03/13/2014	M			304	<u>(2)</u>	02/01/2016	Common Stock, par value \$0.01 per share	304
Stock Option (Right to Buy)	\$ 21.67	03/13/2014	M			300	<u>(2)</u>	11/01/2016	Common Stock, par value \$0.01 per share	300
Stock Option (Right to Buy)	\$ 18.15	03/13/2014	M			341	<u>(2)</u>	08/01/2016	Common Stock, par value \$0.01 per share	341

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

You Harry L.  
C/O KORN/FERRY INTERNATIONAL  
1900 AVENUE OF THE STARS, SUITE 2600  
LOS ANGELES, CA 90067

## Signatures

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

03/17/2014

\_\_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).

This transaction was executed in multiple trades at prices ranging from \$26.406 to \$28.491. The price reported above reflects the

(1) weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(2) The stock option is fully exercisable.

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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