

MESSMER HAROLD M JR
Form 4
January 05, 2005

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 *
MESSMER HAROLD M JR

2. Issuer Name and Ticker or Trading Symbol

HALF ROBERT INTERNATIONAL INC /DE/ [RHI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2884 SAND HILL ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

MENLO PARK, CA 94025

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 (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/03/2005		M		\$ 26,676 A 6.9792	1,102,306	D
Common Stock	01/03/2005		M		\$ 7,798 A 9.7292	1,110,104	D
Common Stock	01/03/2005		M		\$ 8,585 A 11.375	1,118,689	D
Common Stock	01/03/2005		F		\$ 96,071 D 28.55	1,022,618	D
Common Stock						350,000	I By LP ⁽¹⁾

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Common Stock	13,124	I	By Son
Common Stock	213,857	I	By GRAT <u>(2)</u>
Common Stock	213,857	I	By GRAT <u>(3)</u>

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A)	or Disposed of (D)	Date Exercisable	Expiration Date		
				Code	V	(A)	(D)		Title	Amount or Number of Shares
Option Right to buy	\$ 6.9792	01/03/2005		M		26,676		12/31/2002 12/29/2005	Common Stock	26,676
Option Right to buy	\$ 9.7292	01/03/2005		M		7,798		05/01/2001 05/01/2006	Common Stock	7,798
Option Right to buy	\$ 11.375	01/03/2005		M		8,585		01/01/2003 01/01/2007	Common Stock	8,585

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MESSMER HAROLD M JR 2884 SAND HILL ROAD MENLO PARK, CA 94025	X		Chairman & CEO	

Signatures

/s/ Harold M.
Messmer, Jr.

01/04/2005

__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) These shares are held by 4M Partners L.P., a limited partnership of which the reporting person and his spouse (i) are the sole general partner through a limited liability company which they co-manage and (ii) and own 49% of the limited partnership interest. The reporting person disclaims beneficial ownership of the RHI common stock held by 4M Partners except to the extent of his pecuniary interest therein.
- (2) These shares are held by the Harold M. Messmer, Jr. 2003 Annuity Trust.
- (3) These shares are held by the Marcia N. Messmer 2003 Annuity Trust.
- (4) Granted pursuant to the Equity Incentive Plan.

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.