### Edgar Filing: KORN FERRY INTERNATIONAL - Form 4

#### KORN FERRY INTERNATIONAL

Form 4

December 15, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
		ITIES All hington,		COMMISSION	OMB Number:	3235-0287					
Check this if no longe							Expires:	January 31, 2005			
subject to Section 16 Form 4 or	SIAII	STATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES							Estimated a burden hou response	average Irs per	
Form 5 obligations may continue <i>See</i> Instruction.	Section 1	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 Re	esponses)										
HOURIHAN GARY C Syn			Symbol	Name <b>and</b> FERRY IN				5. Relationship of Reporting Person(s) to Issuer			
	[KFY]	LICIT II	VILIU VI	1110	TUIL	(Check all applicable)					
(Last)	(First)	(Middle) 3. Date of Earliest Transaction (Month/Day/Year)					Director 10% OwnerX_ Officer (give title Other (specify below)				
	FERRY ONAL, 1900 ARS, SUITE 2		12/14/20	006				· · · · · · · · · · · · · · · · · · ·	Global Leaders	hip Dev	
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>					
LOS ANGEL	LES, CA 9006	57							More than One Re		
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	urity (Month/Day/Year) Execution		n Date, if TransactionAcquired (A) or Code Disposed of (D)				)	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)			
Common Stock, par value \$0.01 per share	12/14/2006			A	9,560	A	\$ 0 (1)	57,434	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)

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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	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	le Number		
						Excicisable			of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address Other Director 10% Owner Officer

HOURIHAN GARY C C/O KORN/FERRY INTERNATIONAL 1900 AVENUE OF THE STARS, SUITE 2600 LOS ANGELES, CA 90067

EVP&Pres.Global Leadership Dev

## **Signatures**

/s/ Peter L. Dunn, 12/15/2006 attorney-in-fact

\*\*Signature of Reporting Person

### **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) Restricted stock granted as compensation for services as an officer. All 9,560 shares will vest on April 30, 2008.

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.

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