

HOURIHAN GARY C

Form 4

June 19, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOURIHAN GARY C

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

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

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP&Pres.Global Leadership Dev

(Street)
LOS ANGELES, CA 90067

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	06/15/2007		M		32,475	A	\$ 22.44
Common Stock, par value \$0.01 per share	06/15/2007		M		6,473	A	\$ 19.37
Common Stock, par	06/15/2007		M		2,990	A	\$ 17.97

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value \$0.01
per share

Common
Stock, par
value \$0.01
per share

06/15/2007

S 41,938 D \$ 26.5 47,859 D

Common
Stock, par
value \$0.01
per share

06/18/2007

S 800 D \$ 27.01 47,059 D

Common
Stock, par
value \$0.01
per share

06/18/2007

S 100 D \$ 27 46,959 D

Common
Stock, par
value \$0.01
per share

06/18/2007

S 600 D \$ 26.98 46,359 D

Common
Stock, par
value \$0.01
per share

06/18/2007

S 600 D \$ 26.9 45,759 D

Common
Stock, par
value \$0.01
per share

06/18/2007

S 1,400 D \$ 26.89 44,359 D

Common
Stock, par
value \$0.01
per share

06/18/2007

S 600 D \$ 26.95 43,759 D

Common
Stock, par
value \$0.01
per share

06/18/2007

S 400 D \$ 26.87 43,359 D

Common
Stock, par
value \$0.01
per share

06/18/2007

S 300 D \$ 26.88 43,059 D

Common
Stock, par
value \$0.01
per share

06/18/2007

S 200 D \$ 26.99 42,859 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**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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)			
				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		9,710		<u>(1)</u>	06/30/2014	Common Stock, par value \$0.01 per share	9,710
Employee Stock Option (right to buy)	\$ 22.44	06/15/2007		M		32,475		<u>(3)</u>	06/06/2010	Common Stock, par value \$0.01 per share	32,475
Employee Stock Option (right to buy)	\$ 19.37	06/15/2007		M		6,473		<u>(5)</u>	06/30/2014	Common Stock, par value \$0.01 per share	6,473
Employee Stock Option (right to buy)	\$ 17.97	06/15/2007		M		2,990		<u>(7)</u>	07/06/2015	Common Stock, par value \$0.01 per share	2,990

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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,
attorney-in-fact

06/19/2007

__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 vests in 3 equal annual installments beginning on June 30 2005.
- (2) Granted as compensation for services as an officer.
- (3) The option vested in 3 equal annual installments beginning on June 6, 2001.
- (4) Granted as compensation for services as an officer.
- (5) The option vests in 3 equal annual installments beginning on June 30 2005.
- (6) Granted as compensation for services as an officer.
- (7) The option vests in 3 equal annual installments beginning on July 7, 2006.
- (8) 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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