

REILLY PAUL C
Form 4
December 15, 2004

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 *
REILLY PAUL 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)

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2004

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock, par value \$0.01 per share	12/14/2004		S		1,400 D \$ 21.18	351,440	D
Common Stock, par value \$0.01 per share	12/14/2004		S		10,600 D \$ 21.15	340,840	D
Common Stock, par	12/15/2004		S		6,400 D \$ 20.89	334,440	D

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value \$0.01 per share Common Stock, par value \$0.01 per share	12/15/2004	S	200	D	\$ 20.91	334,240	D
Common Stock, par value \$0.01 per share	12/15/2004	S	7,600	D	\$ 20.9	326,640	D
Common Stock, par value \$0.01 per share	12/15/2004	S	4,900	D	\$ 20.99	321,740	D
Common Stock, par value \$0.01 per share	12/15/2004	S	1,900	D	\$ 20.98	319,840	D
Common Stock, par value \$0.01 per share	12/15/2004	S	18,000	D	\$ 21	301,840	D
Common Stock, par value \$0.01 per share	12/15/2004	S	1,600	D	\$ 20.97	300,240	D
Common Stock, par value \$0.01 per share	12/15/2004	S	400	D	\$ 20.94	299,840	D
Common Stock, par value \$0.01 per share	12/15/2004	S	6,500	D	\$ 20.92	293,340	D
Common Stock, par value \$0.01 per share	12/15/2004	S	400	D	\$ 20.93	292,940	D
Common Stock, par value \$0.01 per share	12/15/2004	S	1,500	D	\$ 20.95	291,440	D
Common Stock, par value \$0.01	12/15/2004	S	800	D	\$ 20.01	290,640	D

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per share								
Common Stock, par value \$0.01	12/15/2004	S	100	D	\$ 21.04	290,540	D	
per share								
Common Stock, par value \$0.01	12/15/2004	S	200	D	\$ 21.06	290,340	D	
per share								
Common Stock, par value \$0.01	12/15/2004	S	5,800	D	\$ 21.1	284,540	D	
per share								
Common Stock, par value \$0.01	12/15/2004	S	200	D	\$ 21.09	284,340	D	
per share								
Common Stock, par value \$0.01	12/15/2004	S	100	D	\$ 21.13	284,240	D	
per share								
Common Stock, par value \$0.01	12/15/2004	S	800	D	\$ 21.15	283,440	D	
per share								
Common Stock, par value \$0.01	12/15/2004	S	400	D	\$ 21.2	283,040	D	
per share								
Common Stock, par value \$0.01	12/15/2004	S	200	D	\$ 21.19	282,840	D	
per share								

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3 and 4)	Own Follo Repo Trans (Instr
	Code V (A) (D) Date	Expiration Date	Title
		Exercisable	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REILLY PAUL C C/O KORN/FERRY INTERNATIONAL 1900 AVENUE OF THE STARS, SUITE 2600 LOS ANGELES, CA 90067	X		Chairman & Chief Exec Officer	

Signatures

/s/ Peter L. Dunn, 12/15/2004
 Attorney-in-fact

**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).

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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