

KORN FERRY INTERNATIONAL  
Form 4  
January 10, 2007

**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 \*  
BURNISON GARY D

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)  
06/30/2004

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
COO, CFO and EVP

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.01 per share	01/08/2007		M		10,000 A \$ 9.95	132,222	D
Common Stock, par value \$0.01 per share	01/08/2007		M		20,000 A \$ 7.38	152,222	D
Common Stock, par	01/08/2007		M		50,000 A \$ 8.1	202,222	D

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value \$0.01 per share							
Common Stock, par value \$0.01 per share	01/08/2007	M	1,033	A	\$ 19.37	203,255	D
Common Stock, par value \$0.01 per share	01/08/2007	M	8,967	A	\$ 17.97	212,222	D
Common Stock, par value \$0.01 per share	01/08/2007	S	33,500	D	\$ 22.8	178,722	D
Common Stock, par value \$0.01 per share	01/08/2007	S	2,900	D	\$ 22.81	175,822	D
Common Stock, par value \$0.01 per share	01/08/2007	S	2,000	D	\$ 22.82	173,822	D
Common Stock, par value \$0.01 per share	01/08/2007	S	1,600	D	\$ 22.83	172,222	D
Common Stock, par value \$0.01 per share	01/08/2007	S	2,000	D	\$ 22.84	170,222	D
Common Stock, par value \$0.01 per share	01/08/2007	S	7,800	D	\$ 22.85	162,422	D
Common Stock, par value \$0.01 per share	01/08/2007	S	500	D	\$ 22.87	161,922	D
Common Stock, par value \$0.01 per share	01/08/2007	S	19,100	D	\$ 22.9	142,822	D
Common Stock, par value \$0.01	01/08/2007	S	200	D	\$ 22.91	142,622	D

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per share							
Common Stock, par value \$0.01 per share	01/08/2007	S	400	D	\$ 22.92	142,222	D
Common Stock, par value \$0.01 per share	01/08/2007	S	14,600	D	\$ 22.95	127,622	D
Common Stock, par value \$0.01 per share	01/08/2007	S	2,500	D	\$ 22.96	125,122	D
Common Stock, par value \$0.01 per share	01/08/2007	S	2,600	D	\$ 22.97	122,522	D
Common Stock, par value \$0.01 per share	01/08/2007	S	300	D	\$ 22.98	122,222	D

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 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	4,860	(1) 06/30/2014	Common Stock, par value \$0.01 per share 4,860
Employee Stock	\$ 9.95	01/08/2007		M	10,000	(3) 06/03/2012	Common Stock, par 10,000

Option (right to buy)							value \$0.01 per share
Employee Stock Option (right to buy)	\$ 7.38	01/08/2007	M	20,000	<u>(4)</u>	09/27/2012	Common Stock, par value \$0.01 per share
Employee Stock Option (right to buy)	\$ 8.1	01/08/2007	M	50,000	<u>(5)</u>	06/29/2013	Common Stock, par value \$0.01 per share
Employee Stock Option (right to buy)	\$ 19.37	01/08/2007	M	1,033	<u>(1)</u>	06/30/2014	Common Stock, par value \$0.01 per share
Employee Stock Option (right to buy)	\$ 17.97	01/08/2007	M	8,967	<u>(6)</u>	07/07/2015	Common Stock, par value \$0.01 per share

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNISON GARY D C/O KORN/FERRY INTERNATIONAL 1900 AVENUE OF THE STARS, SUITE 2600 LOS ANGELES, CA 90067			COO, CFO and EVP	

## Signatures

/s/ Peter L. Dunn, 01/10/2007  
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).
- (1) The option vests in three equal annual installments beginning on June 30, 2005.
- (2) Granted as compensation for services as an Officer.
- (3) The option vested in three equal annual installments beginning on June 3, 2003.
- (4) The option vested in three equal annual installments beginning on September 27, 2003.

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(5) The option vested in three equal annual installments beginning on June 30, 2004.

(6) The option vests in three equal annual installments beginning on July 7, 2006.

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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