

SCHULMEYER GERHARD
Form 4
January 10, 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 *
SCHULMEYER GERHARD

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)
01/07/2005

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

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$0.01 per share	01/07/2005		M		2,500	A	\$ 8.97	2,500	D
Common Stock, par value \$0.01 per share	01/07/2005		M		1,242	A	\$ 6.9	3,742	D
Common Stock, par	01/07/2005		M		2,500	A	\$ 7.08	6,242	D

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value \$0.01 per share								
Common Stock, par value \$0.01 per share	01/07/2005	M	1,004	A	\$ 8.72	7,246		D
Common Stock, par value \$0.01 per share	01/07/2005	M	1,430	A	\$ 6.26	8,676		D
Common Stock, par value \$0.01 per share	01/07/2005	M	1,285	A	\$ 7.05	9,961		D
Common Stock, par value \$0.01 per share	01/07/2005	M	1,022	A	\$ 9.05	10,983		D
Common Stock, par value \$0.01 per share	01/07/2005	S	1,700	D	\$ 20.25	9,283		D
Common Stock, par value \$0.01 per share	01/07/2005	S	2,300	D	\$ 20.26	6,983		D
Common Stock, par value \$0.01 per share	01/07/2005	S	3,083	D	\$ 20.27	3,900		D
Common Stock, par value \$0.01 per share	01/07/2005	S	400	D	\$ 20.28	3,500		D
Common Stock, par value \$0.01 per share	01/07/2005	S	700	D	\$ 20.29	2,800		D
Common Stock, par value \$0.01 per share	01/07/2005	S	1,400	D	\$ 20.3	1,400		D
Common Stock, par value \$0.01	01/07/2005	S	600	D	\$ 20.31	800		D

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per share

Common Stock, par value \$0.01 per share	01/07/2005	S	400	D	\$ 20.32	400	D
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Common Stock, par value \$0.01 per share	01/07/2005	S	100	D	\$ 20.34	300	D
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Common Stock, par value \$0.01 per share	01/07/2005	S	300	D	\$ 20.35	0	D
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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.

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 8.97	01/07/2005		M	2,500	09/25/2001 09/24/2011	Common Stock	2,500	
Employee Stock Option (Right to Buy)	\$ 6.9	01/07/2005		M	1,242	08/01/2002 07/31/2012	Common Stock	1,242	
Employee Stock	\$ 7.08	01/07/2005		M	2,500	09/24/2002 09/23/2012	Common Stock	2,500	

Option (Right to Buy)									
Employee Stock Option (Right to Buy)	\$ 8.72	01/07/2005	M	1,004	11/05/2002	11/04/2012	Common Stock	1,004	
Employee Stock Option (Right to Buy)	\$ 6.26	01/07/2005	M	1,430	02/03/2003	02/02/2013	Common Stock	1,430	
Employee Stock Option (Right to Buy)	\$ 7.05	01/07/2005	M	1,285	05/01/2003	04/30/2013	Common Stock	1,285	
Employee Stock Option (Right to Buy)	\$ 9.05	01/07/2005	M	1,022	11/03/2003	11/02/2013	Common Stock	1,022	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHULMEYER GERHARD C/O KORN/FERRY INTERNATIONAL 1900 AVENUE OF THE STARS, SUITE 2600 LOS ANGELES, CA 90067	X			

Signatures

/s/ Peter L. Dunn, 01/10/2005
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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