
OMB APPROVAL

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. __)*

Korn/Ferry International

(Name of Issuer)

Common Stock, \$.01 par value
(Title of Class of Securities)

500643200
(CUSIP Number)

SPO Partners & Co.
591 Redwood Highway, Suite 3215
Mill Valley, California 94941
(415) 383-6600

with a copy to:

Alison S. Ressler
Sullivan & Cromwell
1888 Century Park East
Los Angeles, CA 90067
(310) 712-6600

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

December 9, 2002
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Check the following box if a fee is being paid with the statement.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 500643200

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1. NAME OF REPORTING PERSON:
SPO Partners II, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS:
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(e) OR 2(f):

6. CITIZENSHIP OR PLACE OF ORGANIZATION:
Delaware

7. SOLE VOTING POWER:
2,006,300 (1)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8. SHARED VOTING POWER:
-0-

9. SOLE DISPOSITIVE POWER:
2,006,300 (1)

10. SHARED DISPOSITIVE POWER:
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
2,006,300 (1)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
5.3%

14. TYPE OF REPORTING PERSON:
PN

(1) Power is exercised through its sole general partner, SPO Advisory Partners, L.P.

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1. NAME OF REPORTING PERSON:
SPO Advisory Partners, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) []
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS:
Not Applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(e) OR 2(f): []

6. CITIZENSHIP OR PLACE OF ORGANIZATION:
Delaware

7. SOLE VOTING POWER:
2,006,300 (1) (2)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8. SHARED VOTING POWER:
-0-

9. SOLE DISPOSITIVE POWER:
2,006,300 (1) (2)

10. SHARED DISPOSITIVE POWER:
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
2,006,300 (1) (2)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
5.3%

14. TYPE OF REPORTING PERSON:
PN

(1) Solely in its capacity as the sole general partner of SPO Partners II, L.P.
(2) Power is exercised through its corporate general partner, SPO Advisory Corp.

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1. NAME OF REPORTING PERSON:
San Francisco Partners II, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) []
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS:
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(e) OR 2(f): []

6. CITIZENSHIP OR PLACE OF ORGANIZATION:
California

7. SOLE VOTING POWER:
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 128,000 (1)

8. SHARED VOTING POWER:
-0-

9. SOLE DISPOSITIVE POWER:
128,000 (1)

10. SHARED DISPOSITIVE POWER:
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
128,000 (1)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
0.3%

14. TYPE OF REPORTING PERSON:
PN

(1) Power is exercised through its sole general partner, SF Advisory Partners, L.P.

SCHEDULE 13D

1. NAME OF REPORTING PERSON:
SF Advisory Partners, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) []
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS:
Not Applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(e) OR 2(f): []

6. CITIZENSHIP OR PLACE OF ORGANIZATION:
Delaware

7. SOLE VOTING POWER:
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 128,000 (1) (2)

8. SHARED VOTING POWER:
-0-

9. SOLE DISPOSITIVE POWER:
128,000 (1) (2)

10. SHARED DISPOSITIVE POWER:
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
128,000 (1) (2)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
0.3%

14. TYPE OF REPORTING PERSON:
PN

(1) Solely in its capacity as the sole general partner of San Francisco Partners II, L.P.
(2) Power is exercised through its corporate general partner, SPO Advisory Corp.

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1. NAME OF REPORTING PERSON:
SPO Advisory Corp.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) []
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS:
Not Applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(e) OR 2(f): []

6. CITIZENSHIP OR PLACE OF ORGANIZATION:
Delaware

7. SOLE VOTING POWER:
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
2,134,300 (1) (2)

8. SHARED VOTING POWER:
-0-

9. SOLE DISPOSITIVE POWER:
2,134,300 (1) (2)

10. SHARED DISPOSITIVE POWER:
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
2,134,300 (1) (2)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
5.6%

14. TYPE OF REPORTING PERSON:
CO

(1) Solely in its capacity as the general partner of SPO Advisory Partners, L.P. with respect to 2,006,300 of such shares; and solely in its capacity as the general partner of SF Advisory Partners, L.P. with respect to 128,000 of such shares.
(2) Power is exercised through its three controlling persons, John H. Scully, William E. Oberndorf and William J. Patterson.

SCHEDULE 13D

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1. NAME OF REPORTING PERSON:
John H. Scully

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) []
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS:
Not Applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(e) OR 2(f): []

6. CITIZENSHIP OR PLACE OF ORGANIZATION:
USA

7. SOLE VOTING POWER:
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH -0-

8. SHARED VOTING POWER:
2,134,300 (1)

9. SOLE DISPOSITIVE POWER:
-0-

10. SHARED DISPOSITIVE POWER:
2,134,300 (1)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
2,134,300 (1)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
5.6%

14. TYPE OF REPORTING PERSON:
IN

(1) These 2,134,300 shares are beneficially owned solely in his capacity as one of three controlling persons of SPO Advisory Corp.

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1. NAME OF REPORTING PERSON:
William E. Oberndorf

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) []
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS:
Not Applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(e) OR 2(f): []

6. CITIZENSHIP OR PLACE OF ORGANIZATION:
USA

7. SOLE VOTING POWER:
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH -0-

8. SHARED VOTING POWER:
2,134,300 (1)

9. SOLE DISPOSITIVE POWER:
-0-

10. SHARED DISPOSITIVE POWER:
2,134,300 (1)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
2,134,300 (1)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
5.6%

14. TYPE OF REPORTING PERSON:
IN

(1) These 2,134,300 shares are beneficially owned solely in his capacity as one of three controlling persons of SPO Advisory Corp.

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1. NAME OF REPORTING PERSON:
William J. Patterson

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) []
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS:
Not Applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(e) OR 2(f): []

6. CITIZENSHIP OR PLACE OF ORGANIZATION:
USA

NUMBER OF 7. SOLE VOTING POWER:
SHARES -0-

BENEFICIALLY 8. SHARED VOTING POWER:
OWNED BY 2,134,300 (1)
EACH

REPORTING 9. SOLE DISPOSITIVE POWER:
PERSON -0-
WITH

10. SHARED DISPOSITIVE POWER:
2,134,300 (1)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
2,134,300 (1)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
5.6%

14. TYPE OF REPORTING PERSON:
IN

(1) These 2,134,300 shares are beneficially owned solely in his capacity as one of three controlling persons of SPO Advisory Corp.

Item 1. Security and Issuer

This statement relates to the shares of common stock, par value \$.01 per share (the "Shares"), of Korn/Ferry International, a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at 1800 Century Park East, Los Angeles, California 90067.

Item 2. Identity and Background.

(a) The undersigned hereby file this Schedule 13D Statement on behalf of SPO Partners II, L.P., a Delaware limited partnership ("SP0"), SPO Advisory Partners, L.P., a Delaware limited partnership ("SPO Advisory Partners"), San Francisco Partners II, L.P., a California limited partnership ("SFP"), SF Advisory Partners, L.P., a Delaware limited partnership ("SF Advisory Partners"), SPO Advisory Corp., a Delaware corporation ("SPO Advisory Corp."), John H. Scully ("JHS"), William E. Oberndorf ("WEO") and William J. Patterson ("WJP"). SPO, SPO Advisory Partners, SFP, SF Advisory Partners, SPO Advisory Corp., JHS, WEO and WJP are sometimes hereinafter referred to as the "Reporting Persons." The Reporting Persons are making this single, joint filing because

they may be deemed to constitute a "group" within the meaning of Section 13(d) (3) of the Securities Exchange Act of 1934, as amended (the "Act"), although neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that a group exists.

(b) - (c)

SP0

SP0 is a Delaware limited partnership, the principal business of which is the purchase, sale, exchange, acquisition and holding of investment securities. The principal business address of SP0, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to SP0 Advisory Partners, the sole general partner of SP0, is set forth below.

SP0 Advisory Partners

SP0 Advisory Partners is a Delaware limited partnership, the principal business of which is serving as the sole general partner of SP0. The principal business address of SP0 Advisory Partners, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to SP0 Advisory Corp., the general partner of SP0 Advisory Partners, is set forth below.

SFP

SFP is a California limited partnership, the principal business of which is the purchase, sale, exchange, acquisition and holding of investment securities. The principal business address of SFP, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to SF Advisory Partners, the sole general partner of SFP, is set forth below.

SF Advisory Partners

SF Advisory Partners is a Delaware limited partnership, the principal business of which is serving as the sole general partner of SFP. The principal business address of SF Advisory Partners, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to SP0 Advisory Corp., the general partner of SF Advisory Partners, is set forth below.

SP0 Advisory Corp.

SP0 Advisory Corp. is a Delaware corporation, the principal business of which is serving as the general partner of each of SP0 Advisory Partners and SF Advisory Partners. The principal address of SP0 Advisory Corp., which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to JHS, WHO and WJF, the three controlling persons of SP0 Advisory Corp., is set forth below.

JHS

JHS' business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. His present principal occupation is serving as a managing director of SP0 Partners & Co., a Delaware corporation. The principal business of SP0 Partners & Co. is operating as an investment firm. The principal address of SP0 Partners & Co., which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. JHS is one of three controlling persons of SP0 Advisory Corp., the corporate general partner of each of SP0 Advisory Partners and SF Advisory Partners.

WEO

WEO's business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. His present principal occupation is serving as a managing director of SP0 Partners & Co. WEO is one of three controlling persons of SP0 Advisory Corp., the corporate general partner of SP0 Advisory Partners and SF Advisory Partners.

WJP

WJP's business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. His present principal occupation is serving as a managing director of SP0 Partners & Co. WJP is one of three controlling persons of SP0 Advisory Corp., the corporate general partner of SP0 Advisory Partners and SF Advisory Partners.

(d) None of the entities or persons identified in this Item 2 has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors)

(e) None of the entities or persons identified in this Item 2 has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) All of the natural persons identified in this Item 2 are citizens of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration.

The source and amount of the funds used or to be used by the Reporting Persons to purchase Shares are as follows:

NAME	AMOUNT OF FUNDS	SOURCE OF FUNDS
SPO	\$ 13,980,624.81	Contributions from Partners
SPO Advisory Partners	Not Applicable	Not Applicable
SFP	\$ 897,962.84	Contributions from Partners
SPO Advisory Partners	Not Applicable	Not Applicable
SPO Advisory Corp.	Not Applicable	Not Applicable
JHS	Not Applicable	Not Applicable
WEO	Not Applicable	Not Applicable
WJP	Not Applicable	Not Applicable

Item 4. Purpose of Transaction

The Reporting Persons have acquired the Shares reported herein for investment purposes. Consistent with such purpose, the Reporting Persons have had, and may have in the future, discussions with management of the Issuer and may make suggestions concerning the Issuer's operations, prospects, business and financial strategies, assets and liabilities, business and financing alternatives and such other matters as the Reporting Persons may deem relevant to their investments in Shares or other securities of the Issuer. Each Reporting Person expects that it will, from time to time, review its investment position in the Issuer and may, depending on market and other conditions, increase or decrease its investment position in the Shares or other securities of the Issuer.

Whether the Reporting Persons purchase any additional Shares or other securities of the Issuer or dispose of any Shares or other securities of the Issuer, and the amount and timing of any such transactions, will depend upon the Reporting Persons' individual continuing assessments of pertinent factors, including the availability of Shares or other securities of the Issuer for purchase at particular price levels, the Issuer's and the particular Reporting Person's business and prospects, other business investment opportunities available to the particular Reporting Person, economic conditions, stock market conditions, money market conditions, the attitudes and actions of the Board of Directors and management of the Issuer, the availability and nature of opportunities to dispose of the particular Reporting Person's interest in the Issuer, to realize trading profits or minimize trading losses and other plans and requirements of the particular Reporting Person. Depending upon his individual assessments of these factors from time to time, each Reporting Person may change his present intentions as stated above, including determining to acquire additional Shares or other securities of the Issuer (by means of open market or privately negotiated purchases) or to dispose of some or all of the Shares or other securities of the Issuer held by him or under his control. In addition, each Reporting Person may from time to time enter into equity swap and other derivative transactions with respect to his investment in Shares or other securities of the Issuer.

Except as set forth in this Item 4, the Reporting Persons have no present plans or proposals that relate to or that would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D of the Act.

Item 5. Interest in Securities of the Issuer.

(a) Percentage interest calculations for each Reporting Person are based upon the Issuer having 37,827,320 total outstanding shares of common stock as reported on the Issuer's 10-Q filed with the Securities Exchange Commission on December 12, 2002.

SPO

The aggregate number of Shares that SPO owns beneficially, pursuant to Rule 13d-3 of the Act, is 2,006,300 Shares, which constitutes approximately 5.3% of the outstanding Shares.

SPO Advisory Partners

Because of its position as the sole general partner of SPO, SPO Advisory Partners may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 2,006,300 Shares, which constitutes approximately 5.3% of the outstanding Shares.

SFP

The aggregate number of Shares that SFP owns beneficially, pursuant to Rule 13d-3 of the Act, is 128,000 Shares, which constitutes approximately 0.3% of the outstanding Shares.

SF Advisory Partners

Because of its position as the sole general partner of SFP, SF Advisory Partners may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 128,000 Shares, which constitutes approximately 0.3% of the outstanding Shares.

SPO Advisory Corp.

Because of its positions as the general partner of each of SPO Advisory Partners and SF Advisory Partners, SPO Advisory Corp. may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 2,134,300 Shares in the aggregate, which constitutes approximately 5.6% of the outstanding Shares.

JHS

Because of his position as a control person of SPO Advisory Corp., JHS may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 2,134,300 Shares in the aggregate, which constitutes approximately 5.6% of the outstanding Shares.

WEO

Because of his position as a control person of SPO Advisory Corp., WEO may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 2,134,300 Shares in the aggregate, which constitutes approximately 5.6% of the outstanding Shares.

WJP

Because of his position as a control person of SPO Advisory Corp., WJP may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 2,134,300 Shares in the aggregate, which constitutes approximately 5.6% of the outstanding Shares.

To the best of the knowledge of each of the Reporting Persons, other than as set forth above, none of the persons named in Item 2 hereof is the beneficial owner of any Shares.

(b)

SPO

Acting through its sole general partner, SPO has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 2,006,300 Shares.

SPO Advisory Partners

Acting through its general partner and in its capacity as the sole general partner of SPO, SPO Advisory Partners has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 2,006,300 Shares.

SFP

Acting through its sole general partner, SFP has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 128,000 Shares.

SF Advisory Partners

Acting through its general partner and in its capacity as the sole general partner of SFP, SF Advisory Partners has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 128,000 Shares.

SPO Advisory Corp.

Acting through its controlling persons and in its capacities as the general partner of each of SPO Advisory Partners and SF Advisory Partners, SPO Advisory Corp. has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 2,134,300 Shares in the aggregate.

JHS

As one of three controlling persons of SPO Advisory Corp., which is the general partner of each of SPO Advisory Partners and SF Advisory Partners, JHS may be deemed to have shared power with WEO and WJP to vote or to direct the vote and to dispose or to direct the disposition of 2,134,300 Shares held by SPO and SFP in the aggregate.

WEO

As one of three controlling persons of SPO Advisory Corp., which is the general partner of each of SPO Advisory Partners and SF Advisory Partners, WEO may be deemed to have shared power with JHS and WJP to vote or to direct the vote and to dispose or to direct the disposition of 2,134,300 Shares held by SPO and SFP in the aggregate.

WJP

As one of the controlling persons of SPO Advisory Corp., which is the general partner of each of SPO Advisory Partners and SF Advisory Partners, WJP may be deemed to have shared power with JHS and WEO to vote or to direct the vote and to dispose or to direct the disposition of 2,134,300 Shares held by SPO and SFP in the aggregate.

(c) During the past 60 days, the Reporting Persons purchased Shares in open market transactions on the New York Stock Exchange ("the "NYSE") as set forth on Schedule I attached hereto.

Except as set forth in this paragraph (c), to the best of the knowledge of each of the Reporting Persons, none of the persons named in response to paragraph (a) has effected any transactions in Shares during the past 60 days.

(d) Each of the Reporting Persons affirms that no person other than such Reporting Person has the right to receive or the power to direct the receipt of distributions with respect to, or the proceeds from the sale of, the Shares owned by such Reporting Person.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Except as set forth herein or in the Exhibits filed herewith, there are no other contracts, arrangements, understandings or relationships of the type required to be disclosed in response to Item 6 of Schedule 13D of the Act with respect to the Shares owned by the Reporting Persons.

Item 7. Material to be Filed as Exhibits.

Exhibit A - Agreement pursuant to Rule 13d-1 (k)

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: December 19, 2002

/s/ Kim M. Silva

Kim M. Silva

Attorney-in-Fact for:

SPO PARTNERS II, L.P. *
SPO ADVISORY PARTNERS, L.P.*
SAN FRANCISCO PARTNERS II, L.P. *
SF ADVISORY PARTNERS, L.P.*
SPO ADVISORY CORP.*
JOHN H. SCULLY*
WILLIAM E. OBERNDORF*
WILLIAM J. PATTERSON*

* A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity is filed herewith as Exhibit B.

SCHEDULE I TO
SCHEDULE 13D FOR
SPO PARTNERS II, L.P.

<TABLE>
<CAPTION>

WHERE/HOW TRANSACTION REPORTING PERSON	Date of Transaction	Type	Number of Shares	Price Per Share (\$)	EFFECTED
<S> SPO Partners II, L.P.	<C> 10/9/2002	<C> Buy	<C> 18,400	<C> 7.30	<C> Open
Market/Broker San Francisco Partners II, L.P.	10/9/2002	Buy	1,200	7.30	Open
Market/Broker SPO Partners II, L.P.	10/10/2002	Buy	10,900	7.31	Open
Market/Broker San Francisco Partners II, L.P.	10/10/2002	Buy	700	7.31	Open
Market/Broker SPO Partners II, L.P.	11/11/2002	Buy	9,700	8.08	Open
Market/Broker San Francisco Partners II, L.P.	11/11/2002	Buy	600	8.08	Open
Market/Broker SPO Partners II, L.P.	11/12/2002	Buy	100	8.07	Open
Market/Broker SPO Partners II, L.P.	12/5/2002	Buy	31,700	8.05	Open
Market/Broker San Francisco Partners II, L.P.	12/5/2002	Buy	2,000	8.05	Open
Market/Broker					

SPO Partners II, L.P.	12/6/2002	Buy	62,300	8.05	Open
Market/Broker					
San Francisco Partners II, L.P.	12/6/2002	Buy	4,000	8.05	Open
Market/Broker					
SPO Partners II, L.P.	12/9/2002	Buy	94,000	7.86	Open
Market/Broker					
San Francisco Partners II, L.P.	12/9/2002	Buy	6,000	7.86	Open
Market/Broker					
SPO Partners II, L.P.	12/10/02	Buy	14,300	7.58	Open
Market/Broker					
San Francisco Partners II, L.P.	12/10/02	Buy	900	7.58	Open
Market/Broker					
SPO Partners II, L.P.	12/11/02	Buy	46,800	7.59	Open
Market/Broker					
San Francisco Partners II, L.P.	12/11/02	Buy	3,000	7.59	Open
Market/Broker					
SPO Partners II, L.P.	12/12/02	Buy	1,600	7.59	Open
Market/Broker					
San Francisco Partners II, L.P.	12/12/02	Buy	100	7.59	Open
Market/Broker					
SPO Partners II, L.P.	12/13/02	Buy	31,300	7.57	Open
Market/Broker					
San Francisco Partners II, L.P.	12/13/02	Buy	2,000	7.57	Open
Market/Broker					
SPO Partners II, L.P.	12/17/02	Buy	21,600	7.50	Open
Market/Broker					
San Francisco Partners II, L.P.	12/17/02	Buy	1,400	7.50	Open
Market/Broker					
SPO Partners II, L.P.	12/18/02	Buy	72,400	7.48	Open
Market/Broker					
San Francisco Partners II, L.P.	12/18/02	Buy	4,600	7.48	Open
Market/Broker					

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EXHIBIT INDEX

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EXHIBIT A

Pursuant to Rule 13d-1(k) of Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the undersigned agrees that the statement to which this Exhibit is attached is filed on behalf of each of them in the capacities set forth below.

DATED: December 19, 2002

/s/ Kim M. Silva

Kim M. Silva

Attorney-in-Fact for:

SPO PARTNERS II, L.P. *
SPO ADVISORY PARTNERS, L.P.*
SAN FRANCISCO PARTNERS II, L.P. *
SF ADVISORY PARTNERS, L.P.*
SPO ADVISORY CORP.*
JOHN H. SCULLY*
WILLIAM E. OBERNDORF*
WILLIAM J. PATTERSON*

* A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity is filed herewith as Exhibit B.

EXHIBIT B

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that SPO Partners II, L.P., SPO Advisory Partners, L.P., San Francisco Partners II, L.P., SF Advisory Partners, L.P., SPO Advisory Corp., John H. Scully, William E. Oberndorf and William J. Patterson (each a "Grantor") have made, constituted and appointed, and by these presents do make, constitute and appoint, each of William E. Oberndorf and Kim M. Silva (each an "Attorney"), the true and lawful agent and attorney-in-fact, with full power of substitution and resubstitution, of the Grantor, for and in Grantor's name, place and stead, in any and all capacities, to do all or any of the following acts, matters and things:

1. To sign on behalf of the Grantor statements on Schedule 13D or 13G or Forms 3, 4 and 5, or amendments thereto pursuant to Section 13(d) or Section 16 under the Securities Exchange Act of 1934.
2. To do all such other acts and things as, in such Attorney's discretion, he or she deems appropriate or desirable for the purpose of filing such statements on Schedule 13D or 13G or Forms 3, 4 and 5, or amendments thereto.
3. To appoint in writing one or more substitutes who shall have the power to act on behalf of the Grantor as if that substitute or those substitutes shall have been originally appointed Attorney(s) by this Power of Attorney and/or to revoke any such appointment at any time without assigning any reason therefor.

The Grantor hereby ratifies and confirms all that said agents and attorneys-in-fact or any substitute or substitutes may lawfully do or cause to be done by virtue hereof. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 or to file reports under Section 13(d) of the Securities Exchange Act of 1934 with respect to the undersigned's holdings of and transactions in securities issued by Korn/Ferry International, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

The words Grantor and Attorney shall include all grantors and attorneys under this Power of Attorney.

IN WITNESS WHEREOF, each Grantor duly assents to this Power of Attorney by his or her signature as of the 19th day of December, 2002.

SPO Partners II, L.P.
By: SPO Advisory Partners, L.P.
By: SPO Advisory Corp.

By: /s/ William E. Oberndorf

William E. Oberndorf
Vice President

SPO Advisory Partners, L.P.
By: SPO Advisory Corp.

By: /s/ William E. Oberndorf

William E. Oberndorf
Vice President

San Francisco Partners II, L.P.
By: SF Advisory Partners, L.P.
By: SPO Advisory Corp.

By: /s/ William E. Oberndorf

William E. Oberndorf
Vice President

SF Advisory Partners, L.P.
By: SPO Advisory Corp.

By: /s/ William E. Oberndorf

William E. Oberndorf
Vice President

SPO Advisory Corp.

By: /s/ William E. Oberndorf

William E. Oberndorf

John H. Scully

/s/ John H. Scully

William E. Oberndorf

/s/ William E. Oberndorf

William J. Patterson

/s/ William J. Patterson
