

| | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person* <u>FLEISCHER SPENCER C</u> (Last) (First) (Middle) <u>C/O FRIEDMAN FLEISCHER & LOWE GP, LLC</u> <u>ONE MARITIME PLAZA, SUITE 1000</u> (Street) <u>SAN FRANCISCO CA 94111</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>KORN FERRY INTERNATIONAL [KFY]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/13/2005</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | | | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------------|--|-----------------|---|--|--|---|--|-----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| 7.5% Convertible Series A Preferred Stock ⁽¹⁾ | \$10.19 | 06/13/2005 | | J ⁽³⁾ | | | 1,441 | 06/13/2002 | 06/13/2010 | Common Stock | 141,448 | \$1,751 | 0 | I | See footnote ⁽⁵⁾ |
| 7.5% Convertible Series A Preferred Stock ⁽²⁾ | \$10.19 | 06/13/2005 | | J ⁽³⁾ | | | 26 | 06/13/2002 | 06/13/2010 | Common Stock | 2,541 | \$1,751 | 0 | I | See footnote ⁽⁵⁾ |
| 7.5% Convertible Subordinated Note Due 2010 ⁽¹⁾ | \$10.19 | 06/13/2005 | | J ⁽³⁾ | | | 1 ⁽⁴⁾ | 06/13/2002 | 06/13/2010 | Common Stock | 565,343 | \$10,088,978 | 0 | I | See footnote ⁽⁵⁾ |
| 7.5% Convertible Subordinated Note Due 2010 ⁽²⁾ | \$10.19 | 06/13/2005 | | J ⁽³⁾ | | | 1 ⁽⁴⁾ | 06/13/2002 | 06/13/2010 | Common Stock | 10,278 | \$183,426 | 0 | I | See footnote ⁽⁵⁾ |
| Warrant to purchase common stock ⁽¹⁾ | \$11.94 | 06/13/2005 | | J ⁽³⁾ | | | 269,335 | 06/13/2002 | 06/13/2010 | Common Stock | 269,335 | \$7.87 | 0 | I | See footnote ⁽⁵⁾ |
| Warrant to purchase common stock ⁽²⁾ | \$11.94 | 06/13/2005 | | J ⁽³⁾ | | | 4,872 | 06/13/2002 | 06/13/2010 | Common Stock | 4,872 | \$7.87 | 0 | I | See footnote ⁽⁵⁾ |

Explanation of Responses:

- The amounts listed reflect the beneficial ownership of the Issuer's securities by FFL Capital Partners, all of which may be deemed attributable to FFL GP because FFL GP is the sole general partner of FFL Capital Partners.
- The amounts listed reflect the beneficial ownership of the Issuer's securities by FFL Executive Partners, all of which may be deemed attributable to FFL GP because FFL GP is the sole general partner of FFL Executive Partners.
- Sale made to Credit Suisse First Boston Capital LLC pursuant to a Forward Sale Contract entered into as of June 13, 2005. The Forward Sale Contract provides that the selling person will be required to deliver the Convertible Securities in June, 2007.
- Notes with the aggregate principal amounts of \$5,760,845 and \$104,737, respectively.
- This Statement of Changes in Beneficial Ownership on Form 4 is filed by Spencer C. Fleischer (the "Reporting Person"). Mr. Fleischer was appointed as a member of the Board of Directors of the Issuer on June 27, 2002. The Reporting Person is a senior managing member of Friedman Fleischer & Lowe GP, LLC, a Delaware limited liability company ("FFL GP"), FFL GP is the general partner of each of Friedman Fleischer & Lowe Capital Partners, L.P. ("FFL Capital Partners") and FFL Executive Partners, L.P. ("FFL Executive Partners"), and together with FFL Capital Partners, the "FFL Funds").

/s/ Spencer C. Fleischer

06/15/2005

** Signature of Reporting Person

Date

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

* 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.

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 Number.