

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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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).

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>CAHOUE FRANK V</u>  (Last) (First) (Middle)  (Street)  (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) 07/14/2003	
		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
Employee Stock Option (right to buy)	11.88	07/14/2003		D <sup>(1)</sup>	V		2,000	05/04/1999	05/03/2009	Common Stock	2,000	\$11.88	0	D	
Employee Stock Option (right to buy)	11.88	07/14/2003		A	V	2,000		05/04/1999	05/03/2009	Common Stock	2,000	\$11.88	2,000	D	
Employee Stock Option (right to buy)	36.19	07/14/2003		D <sup>(1)</sup>	V		2,500	09/26/2000	09/25/2010	Common Stock	2,500	\$36.19	0	D	
Employee Stock Option (right to buy)	36.19	07/14/2003		A	V	2,500		09/26/2000	09/25/2010	Common Stock	2,500	\$36.19	2,500	D	
Employee Stock Option (right to buy)	8.97	07/14/2003		D <sup>(1)</sup>	V		2,500	09/25/2001	09/24/2011	Common Stock	2,500	\$8.97	0	D	
Employee Stock Option (right to buy)	8.97	07/14/2003		A	V	2,500		09/25/2001	09/24/2011	Common Stock	2,500	\$8.97	2,500	D	
Employee Stock Option (right to buy)	10.29	07/14/2003		D <sup>(1)</sup>	V		829	05/01/2002	04/30/2012	Common Stock	829	\$10.29	0	D	
Employee Stock Option (right to buy)	10.29	07/14/2003		A	V	829		05/01/2002	04/30/2012	Common Stock	829	\$10.29	829	D	
Employee Stock Option (right to buy)	6.9	07/14/2003		D <sup>(1)</sup>	V		1,242	08/01/2002	07/31/2012	Common Stock	1,242	\$6.9	0	D	
Employee Stock Option (right to buy)	6.9	07/14/2003		A	V	1,242		08/01/2002	07/31/2012	Common Stock	1,242	\$6.9	1,242	D	
Employee Stock Option (right to buy)	7.08	07/14/2003		D <sup>(1)</sup>	V		2,500	09/24/2002	09/23/2012	Common Stock	2,500	\$7.08	0	D	
Employee Stock Option (right to buy)	7.08	07/14/2003		A	V	2,500		09/24/2002	09/23/2012	Common Stock	2,500	\$7.08	2,500	D	
Employee Stock Option (right to buy)	8.72	07/14/2003		D <sup>(1)</sup>	V		1,004	11/05/2002	11/04/2012	Common Stock	1,004	\$8.72	0	D	
Employee Stock Option (right to buy)	8.72	07/14/2003		A	V	1,004		11/05/2002	11/04/2012	Common Stock	1,004	\$8.72	1,004	D	
Employee Stock Option (right to buy)	6.26	07/14/2003		D <sup>(1)</sup>	V		1,430	02/03/2003	02/02/2013	Common Stock	1,430	\$6.26	0	D	
Employee Stock Option (right to buy)	6.26	07/14/2003		A	V	1,430		02/03/2003	02/02/2013	Common Stock	1,430	\$6.26	1,430	D	

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	Amount or Number of Shares				
Employee Stock Option (right to buy)	7.05	07/14/2003		D <sup>(1)</sup>	V		1,285	05/01/2003	04/30/2013	Common Stock	1,285	\$7.05	0	D	
Employee Stock Option (right to buy)	7.05	07/14/2003		A	V	1,285		05/01/2003	04/30/2013	Common Stock	1,285	\$7.05	1,285	D	

**Explanation of Responses:**

1. The exercisability period after termination was extended from twelve months to sixty months.

Peter L. Dunn, attorney-in-fact

07/16/2003

\*\* 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.

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