

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**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>HOURIHAN GARY C</u>  (Last) (First) (Middle) <u>C/O KORN/FERRY INTERNATIONAL</u> <u>1900 AVENUE OF THE STARS, SUITE 2600</u>  (Street) <u>LOS ANGELES CA 90067</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP and Pres. Global Mngmt</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2005</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			
Common Stock, par value \$0.01 per share	06/30/2005		M		8,333	A	\$8.1	66,864	D	
Common Stock, par value \$0.01 per share	06/30/2005		S		667	D	\$17.55	66,197	D	
Common Stock, par value \$0.01 per share	06/30/2005		S		1,833	D	\$17.56	64,364	D	
Common Stock, par value \$0.01 per share	06/30/2005		S		83	D	\$17.57	64,281	D	
Common Stock, par value \$0.01 per share	06/30/2005		S		3,333	D	\$17.6	60,948	D	
Common Stock, par value \$0.01 per share	06/30/2005		S		250	D	\$17.62	60,698	D	
Common Stock, par value \$0.01 per share	06/30/2005		S		1,417	D	\$17.64	59,281	D	
Common Stock, par value \$0.01 per share	06/30/2005		S		750	D	\$17.65	58,531	D	
Common Stock, par value \$0.01 per share	06/30/2005		F <sup>(1)</sup>		3,024	D	\$17.69	55,507	D	

**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)	\$8.1	06/30/2005		M			8,333	06/30/2004 <sup>(2)</sup>	06/30/2013	Common Stock	8,333	\$0	8,333	D	

**Explanation of Responses:**

- 1. Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on June 30, 2005, of 9,321 shares of restricted stock held by the Reporting Person.
- 2. The option vests in three equal installments beginning on June 30, 2004.

/s/ Peter L. Dunn, attorney-in-fact 06/30/2005

\*\* 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.

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