

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>BURNISON GARY D</u> (Last) (First) (Middle) <u>C/O KORN/FERRY INTERNATIONAL</u> <u>1900 AVENUE OF THE STARS, SUITE 2600</u> (Street) <u>LOS ANGELES</u> <u>CA</u> <u>90067</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>KORN FERRY INTERNATIONAL [KFY]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2004</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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>COO, CFO and EVP</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	01/08/2007		M		10,000	A	\$9.95	132,222	D	
Common Stock, par value \$0.01 per share	01/08/2007		M		20,000	A	\$7.38	152,222	D	
Common Stock, par value \$0.01 per share	01/08/2007		M		50,000	A	\$8.1	202,222	D	
Common Stock, par value \$0.01 per share	01/08/2007		M		1,033	A	\$19.37	203,255	D	
Common Stock, par value \$0.01 per share	01/08/2007		M		8,967	A	\$17.97	212,222	D	
Common Stock, par value \$0.01 per share	01/08/2007		S		33,500	D	\$22.8	178,722	D	
Common Stock, par value \$0.01 per share	01/08/2007		S		2,900	D	\$22.81	175,822	D	
Common Stock, par value \$0.01 per share	01/08/2007		S		2,000	D	\$22.82	173,822	D	
Common Stock, par value \$0.01 per share	01/08/2007		S		1,600	D	\$22.83	172,222	D	
Common Stock, par value \$0.01 per share	01/08/2007		S		2,000	D	\$22.84	170,222	D	
Common Stock, par value \$0.01 per share	01/08/2007		S		7,800	D	\$22.85	162,422	D	
Common Stock, par value \$0.01 per share	01/08/2007		S		500	D	\$22.87	161,922	D	
Common Stock, par value \$0.01 per share	01/08/2007		S		19,100	D	\$22.9	142,822	D	
Common Stock, par value \$0.01 per share	01/08/2007		S		200	D	\$22.91	142,622	D	
Common Stock, par value \$0.01 per share	01/08/2007		S		400	D	\$22.92	142,222	D	
Common Stock, par value \$0.01 per share	01/08/2007		S		14,600	D	\$22.95	127,622	D	
Common Stock, par value \$0.01 per share	01/08/2007		S		2,500	D	\$22.96	125,122	D	
Common Stock, par value \$0.01 per share	01/08/2007		S		2,600	D	\$22.97	122,522	D	
Common Stock, par value \$0.01 per share	01/08/2007		S		300	D	\$22.98	122,222	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	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$19.37	06/30/2004		A		4,860		(1)	06/30/2014	Common Stock, par value \$0.01 per share	4,860	\$0 ⁽²⁾	4,860	D	
Employee Stock Option (right to buy)	\$9.95	01/08/2007		M			10,000	(3)	06/03/2012	Common Stock, par value \$0.01 per share	10,000	\$0 ⁽²⁾	0	D	
Employee Stock Option (right to buy)	\$7.38	01/08/2007		M			20,000	(4)	09/27/2012	Common Stock, par	20,000	\$0 ⁽²⁾	0	D	

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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
										value \$0.01 per share					
Employee Stock Option (right to buy)	\$8.1	01/08/2007		M			50,000	(5)	06/29/2013	Common Stock, par value \$0.01 per share	50,000	\$0 ⁽²⁾	0	D	
Employee Stock Option (right to buy)	\$19.37	01/08/2007		M			1,033	(1)	06/30/2014	Common Stock, par value \$0.01 per share	1,033	\$0 ⁽²⁾	3,827	D	
Employee Stock Option (right to buy)	\$17.97	01/08/2007		M			8,967	(6)	07/07/2015	Common Stock, par value \$0.01 per share	8,967	\$0 ⁽²⁾	17,933	D	

Explanation of Responses:

1. The option vests in three equal annual installments beginning on June 30, 2005.
2. Granted as compensation for services as an Officer.
3. The option vested in three equal annual installments beginning on June 3, 2003.
4. The option vested in three equal annual installments beginning on September 27, 2003.
5. The option vested in three equal annual installments beginning on June 30, 2004.
6. The option vests in three equal annual installments beginning on July 7, 2006.

/s/ Peter L. Dunn, attorney-in-fact 01/10/2007

** 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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