

SCHULMEYER GERHARD
Form 4
January 10, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHULMEYER GERHARD

2. Issuer Name and Ticker or Trading Symbol
KORN FERRY INTERNATIONAL
[KFY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O KORN/FERRY
INTERNATIONAL, 1900 AVENUE
OF THE STARS, SUITE 2600

3. Date of Earliest Transaction
(Month/Day/Year)
01/07/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LOS ANGELES, CA 90067

(City) (State) (Zip)

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 Ownership (Instr. 4) | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock, par value \$0.01 per share | 01/07/2005 | | M | | 2,500 | A | \$ 8.97 | 2,500 | D |
| Common Stock, par value \$0.01 per share | 01/07/2005 | | M | | 1,242 | A | \$ 6.9 | 3,742 | D |
| Common Stock, par | 01/07/2005 | | M | | 2,500 | A | \$ 7.08 | 6,242 | D |

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| | | | | | | | | |
|---|------------|---|-------|---|-------------|--------|--|---|
| value \$0.01 per share | | | | | | | | |
| Common Stock, par value \$0.01 per share | 01/07/2005 | M | 1,004 | A | \$ 8.72 | 7,246 | | D |
| Common Stock, par value \$0.01 per share | 01/07/2005 | M | 1,430 | A | \$ 6.26 | 8,676 | | D |
| Common Stock, par value \$0.01 per share | 01/07/2005 | M | 1,285 | A | \$ 7.05 | 9,961 | | D |
| Common Stock, par value \$0.01 per share | 01/07/2005 | M | 1,022 | A | \$ 9.05 | 10,983 | | D |
| Common Stock, par value \$0.01 per share | 01/07/2005 | S | 1,700 | D | \$ 20.25 | 9,283 | | D |
| Common Stock, par value \$0.01 per share | 01/07/2005 | S | 2,300 | D | \$ 20.26 | 6,983 | | D |
| Common Stock, par value \$0.01 per share | 01/07/2005 | S | 3,083 | D | \$ 20.27 | 3,900 | | D |
| Common Stock, par value \$0.01 per share | 01/07/2005 | S | 400 | D | \$ 20.28 | 3,500 | | D |
| Common Stock, par value \$0.01 per share | 01/07/2005 | S | 700 | D | \$ 20.29 | 2,800 | | D |
| Common Stock, par value \$0.01 per share | 01/07/2005 | S | 1,400 | D | \$ 20.3 | 1,400 | | D |
| Common Stock, par value \$0.01 | 01/07/2005 | S | 600 | D | \$ 20.31 | 800 | | D |

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per share

| | | | | | | | |
|---|------------|---|-----|---|-------------|-----|---|
| Common Stock, par value \$0.01 per share | 01/07/2005 | S | 400 | D | \$ 20.32 | 400 | D |
|---|------------|---|-----|---|-------------|-----|---|

| | | | | | | | |
|---|------------|---|-----|---|-------------|-----|---|
| Common Stock, par value \$0.01 per share | 01/07/2005 | S | 100 | D | \$ 20.34 | 300 | D |
|---|------------|---|-----|---|-------------|-----|---|

| | | | | | | | |
|---|------------|---|-----|---|-------------|---|---|
| Common Stock, par value \$0.01 per share | 01/07/2005 | S | 300 | D | \$ 20.35 | 0 | D |
|---|------------|---|-----|---|-------------|---|---|

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

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 8.97 | 01/07/2005 | | M | 2,500 | 09/25/2001 09/24/2011 | Common Stock | 2,500 | |
| Employee Stock Option (Right to Buy) | \$ 6.9 | 01/07/2005 | | M | 1,242 | 08/01/2002 07/31/2012 | Common Stock | 1,242 | |
| Employee Stock | \$ 7.08 | 01/07/2005 | | M | 2,500 | 09/24/2002 09/23/2012 | Common Stock | 2,500 | |

