

KORN FERRY INTERNATIONAL  
Form 4  
January 03, 2014

**FORM 4**

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

OMB APPROVAL

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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).

**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 \*  
You Harry L.

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)  
12/31/2013

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

(Street)  
LOS ANGELES, CA 90067

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

(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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock, par value \$0.01 per share | 12/31/2013                           |  | M                              | 1,002 A   | \$ 19.87  | 21,481   | D                                 |
| Common Stock, par value \$0.01 per share | 12/31/2013                           |  | M                              | 1,194 A   | \$ 17.12  | 22,675   | D                                 |
| Common Stock, par                        | 12/31/2013                           |  | M                              | 2,500 A   | \$ 17.22  | 25,175   | D                                 |

value \$0.01  
per share

Common  
Stock, par  
value \$0.01  
per share

12/31/2013

\$  
S 4,696 D 26.49 20,479 D  
(1)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 19.87   | 12/31/2013                           |  | M                              | 1,002   | <u>(2)</u> 08/01/2015                                    | Common Stock, par value \$0.01 per share                      | 1,002                         |
| Stock Option (Right to Buy)                | \$ 17.12   | 12/31/2013                           |  | M                              | 1,194   | <u>(2)</u> 11/01/2015                                    | Common Stock, par value \$0.01 per share                      | 1,194                         |
| Stock Option (Right to Buy)                | \$ 17.22   | 12/31/2013                           |  | M                              | 2,500   | <u>(2)</u> 09/13/2015                                    | Common Stock, par value \$0.01 per share                      | 2,500                         |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

