

KORN FERRY INTERNATIONAL
 Form 4
 July 02, 2007

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 *
 MCNABB ROBERT

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/02/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 CEO of Futurestep and EVP

C/O KORN/FERRY INTERNATIONAL, 1900 AVENUE OF THE STARS, SUITE 2600

(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 or Price		
Common Stock, par value \$0.01 per share	07/02/2007		M		3,237 A \$ 19.37	31,029	D
Common Stock, par value \$0.01 per share	07/02/2007		S		449 D \$ 26.38	30,580	D
Common Stock, par	07/02/2007		S		188 D \$ 26.37	30,392	D

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value \$0.01 per share							
Common Stock, par value \$0.01 per share	07/02/2007	S	300	D	\$ 26.36	30,092	D
Common Stock, par value \$0.01 per share	07/02/2007	S	200	D	\$ 26.35	29,892	D
Common Stock, par value \$0.01 per share	07/02/2007	S	100	D	\$ 26.34	29,792	D
Common Stock, par value \$0.01 per share	07/02/2007	S	200	D	\$ 26.33	29,592	D
Common Stock, par value \$0.01 per share	07/02/2007	S	700	D	\$ 26.32	28,892	D
Common Stock, par value \$0.01 per share	07/02/2007	S	400	D	\$ 26.31	28,492	D
Common Stock, par value \$0.01 per share	07/02/2007	S	58	D	\$ 26.3	28,434	D
Common Stock, par value \$0.01 per share	07/02/2007	S	642	D	\$ 26.29	27,792	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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 19.37	07/02/2007	M	3,237					(1)	06/30/2014	Common Stock, par value \$0.01 per share	3,237

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCNABB ROBERT C/O KORN/FERRY INTERNATIONAL 1900 AVENUE OF THE STARS, SUITE 2600 LOS ANGELES, CA 90067			CEO of Futurestep and EVP	

Signatures

/s/ Peter L. Dunn,
attorney-in-fact

07/02/2007

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The option vested in 3 equal annual installments beginning on June 30, 2005.

(2) Granted as compensation for services as an officer.

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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