## Edgar Filing: KORN FERRY INTERNATIONAL - Form 4

KORN FERR Form 4 July 14, 2011	Y INTERNA	TIONAL									
<b>FORM</b>	4									PPROVAL	
-	SECURITIES AND EXCHANGE ( Washington, D.C. 20549					COMMISSION	OMB Number:	3235-0287			
Check this if no long subject to Section 16 Form 4 or Form 5	er STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 5. SECURITIES							burden hou	Lanuary 31Expires:2005Estimated averageburden hours perresponse0.5		
obligation may conti <i>See</i> Instru- 1(b).	s Section 1	7(a) of the		ility Hold	ing Com	pany	Act o	f 1935 or Sectio	'n		
(Print or Type R	esponses)										
			2. Issuer Name <b>and</b> Ticker or Trading Symbol KORN FERRY INTERNATIONAL					5. Relationship of Reporting Person(s) to Issuer			
			[KFY]					(Check all applicable)			
(Mc			(Month/Da	<ol> <li>Date of Earliest Transaction [Month/Day/Year)</li> </ol>				Director 10% Owner X Officer (give title Other (specify below) below)			
	FERRY IONAL, 1900 ARS, SUITE 2		07/11/20	)11				/	O of Futurestep		
				endment, Date Original onth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
LOS ANGEI	LES, CA 9006	57						Form filed by M Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date any (Month/Day/Year)			on Date, if	Date, if TransactionAcquired (A) or Code Disposed of (D)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)			
Common Stock, par value \$0.01 per share	07/11/2011			А	8,810 (1)	A	\$ 0 (2)	29,264	D		

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

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 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)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Unde Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
<b>FB</b>		Director	10% Owner	Officer	Other			
MULROONEY BYRNE K C/O KORN/FERRY INTERNATIONA 1900 AVENUE OF THE STARS, SUI LOS ANGELES, CA 90067				CEO of Futurestep				
Signatures								
/s/ Peter L. Dunn, attorney-in-fact	07/14/201	1						
<u>**</u> 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) Represents shares of restricted stock that vest in four equal annual installments commencing on July 11, 2012.
- (2) Granted as compensation for services.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.