

BURNISON GARY D

Form 4

July 12, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BURNISON GARY D

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/08/2011

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$0.01 per share	07/08/2011		F ⁽¹⁾		8,075	D	\$ 23.31	227,005	D
Common Stock, par value \$0.01 per share	07/11/2011		A		53,690	A	\$ 0	280,695	D
Common Stock, par	07/11/2011		F ⁽²⁾		6,559	D	\$ 22.71	274,136	D

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value \$0.01
per share

Common

Stock, par value \$0.01	07/11/2011	F(3)	4,473	D	\$ 22.71	269,663	D
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per share

Common

Stock, par value \$0.01	07/11/2011	F(4)	25,047	D	\$ 22.71	244,616	D
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per share

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

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BURNISON GARY D
C/O KORN/FERRY INTERNATIONAL
1900 AVENUE OF THE STARS, SUITE 2600
LOS ANGELES, CA 90067

X

CEO

Signatures

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

07/12/2011

__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 a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on July 8, 2011, of 17,308 shares of restricted stock held by the Reporting Person.
- (2) Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on July 9, 2011, of 14,058 shares of restricted stock held by the Reporting Person.
- (3) Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on July 10, 2011, of 9,587 shares of restricted stock held by the Reporting Person.
- (4) Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on July 10, 2011, of 53,690 performance shares held by the Reporting Person.

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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