

KORN FERRY INTERNATIONAL
 Form 4
 March 17, 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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/13/2014

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

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 Indirect Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$0.01 per share	03/13/2014		M		1,342 A \$ 14.49	21,821	D
Common Stock, par value \$0.01 per share	03/13/2014		M		292 A \$ 20.98	22,113	D

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Common Stock, par value \$0.01 per share	03/13/2014	M	2,500	A	\$ 21.95	24,613	D
Common Stock, par value \$0.01 per share	03/13/2014	M	271	A	\$ 24.08	24,884	D
Common Stock, par value \$0.01 per share	03/13/2014	M	304	A	\$ 19.88	25,188	D
Common Stock, par value \$0.01 per share	03/13/2014	M	300	A	\$ 21.67	25,488	D
Common Stock, par value \$0.01 per share	03/13/2014	M	341	A	\$ 18.15	25,829	D
Common Stock, par value \$0.01 per share	03/13/2014	S	4,334	D	\$ <u>28.4279</u> (1)	21,495	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.

SEC 1474
(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. Derivative Securities (Instr. 3 and 4)
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A)	(D)			
Stock Option (Right to Buy)	\$ 14.49	03/13/2014	M			<u>(2)</u>	05/02/2015 Common Stock, par value \$0.01 per share	1,342
Stock Option (Right to Buy)	\$ 20.98	03/13/2014	M			<u>(2)</u>	05/01/2016 Common Stock, par value \$0.01 per share	292
Stock Option (Right to Buy)	\$ 21.95	03/13/2014	M			<u>(2)</u>	09/19/2016 Common Stock, par value \$0.01 per share	2,500
Stock Option (Right to Buy)	\$ 24.08	03/13/2014	M			<u>(2)</u>	02/01/2017 Common Stock, par value \$0.01 per share	271
Stock Option (Right to Buy)	\$ 19.88	03/13/2014	M			<u>(2)</u>	02/01/2016 Common Stock, par value \$0.01 per share	304
Stock Option (Right to Buy)	\$ 21.67	03/13/2014	M			<u>(2)</u>	11/01/2016 Common Stock, par value \$0.01 per share	300
Stock Option (Right to Buy)	\$ 18.15	03/13/2014	M			<u>(2)</u>	08/01/2016 Common Stock, par value \$0.01 per share	341

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

You Harry L.
C/O KORN/FERRY INTERNATIONAL
1900 AVENUE OF THE STARS, SUITE 2600
LOS ANGELES, CA 90067

Signatures

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

03/17/2014

__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).

This transaction was executed in multiple trades at prices ranging from \$26.406 to \$28.491. The price reported above reflects the

(1) weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(2) The stock option is fully exercisable.

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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