

FLEISCHER SPENCER C  
Form 4  
June 16, 2005

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
FLEISCHER SPENCER C

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)  
06/24/2002

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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock, par value \$0.01 per share | 06/15/2005                           |  | M                              |   | 2,500   | A  | \$ 8.85   |
|  |                                      |  |                                |   | 2,500   |  |   |
| Common Stock, par value \$0.01 per share | 06/15/2005                           |  | M                              |   | 392   | A  | \$ 8.85   |
|  |                                      |  |                                |   | 2,892   |  |   |

Edgar Filing: FLEISCHER SPENCER C - Form 4

|  |            |   |       |   |          |        |   |
|--|------------|---|-------|---|----------|--------|---|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 06/15/2005 | M | 1,242 | A | \$ 6.9   | 4,134  | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 06/15/2005 | M | 2,500 | A | \$ 7.08  | 6,634  | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 06/15/2005 | M | 1,004 | A | \$ 8.72  | 7,638  | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 06/15/2005 | M | 1,430 | A | \$ 6.26  | 9,068  | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 06/15/2005 | M | 1,285 | A | \$ 7.05  | 10,353 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 06/15/2005 | M | 903   | A | \$ 10.32 | 11,256 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 06/15/2005 | M | 2,500 | A | \$ 9.55  | 13,756 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 06/15/2005 | M | 1,022 | A | \$ 9.05  | 14,778 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 06/15/2005 | M | 716   | A | \$ 12.52 | 15,494 | D |
|  | 06/15/2005 | M | 582   | A | \$ 15.37 | 16,076 | D |

Edgar Filing: FLEISCHER SPENCER C - Form 4

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

06/15/2005

M

1,342

A

\$ 14.49

17,418

D

06/15/2005

S

17,418

D

\$  
17.1057

0

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 Security (Instr. 3 and 4) | Amount or Number of Shares |    |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |    |
| Employee Stock Option (Right to Buy)       | \$ 8.85  | 06/24/2002                           |  | A                              | 2,500   | 06/24/2002   | 06/24/2012  | Common Stock               | 2, |
| Employee Stock Option (Right to Buy)       | \$ 8.85  | 06/24/2002                           |  | A                              | 392   | 06/24/2002   | 06/24/2012  | Common Stock               | 3  |
| Employee Stock                             | \$ 6.9   | 08/01/2002                           |  | A                              | 1,242   | 08/01/2002   | 08/01/2012  | Common Stock               | 1, |

Edgar Filing: FLEISCHER SPENCER C - Form 4

|  |          |            |   |       |            |                           |                 |    |  |
|--|----------|------------|---|-------|------------|---------------------------|-----------------|----|--|
| Option<br>(Right to<br>Buy)                      |          |            |   |       |            |                           |                 |    |  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 8.85  | 06/15/2005 | M | 2,500 | 06/24/2002 | 06/24/2012                | Common<br>Stock | 2, |  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 8.85  | 06/15/2005 | M | 392   | 06/24/2002 | 06/24/2012                | Common<br>Stock | 3  |  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 6.9   | 06/15/2005 | M | 1,242 | 08/01/2002 | 08/01/2012                | Common<br>Stock | 1, |  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.08  | 06/15/2005 | M | 2,500 | 09/24/2002 | 09/23/2012                | Common<br>Stock | 2, |  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 8.72  | 06/15/2005 | M | 1,004 | 11/05/2002 | 11/04/2012                | Common<br>Stock | 1, |  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 6.26  | 06/15/2005 | M | 1,430 | 02/03/2003 | 02/02/2013                | Common<br>Stock | 1, |  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.05  | 06/15/2005 | M | 1,285 | 05/01/2003 | 04/30/2013                | Common<br>Stock | 1, |  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 10.32 | 06/15/2005 | M | 903   | 08/01/2003 | 07/31/2013                | Common<br>Stock | 9  |  |
| Employee<br>Stock<br>Option                      | \$ 9.55  | 06/15/2005 | M | 2,500 | 09/10/2003 | 09/10/2013 <sup>(2)</sup> | Common<br>Stock | 2, |  |

(Right to Buy)

Employee Stock

|                       |         |            |   |       |            |            |              |    |
|-----------------------|---------|------------|---|-------|------------|------------|--------------|----|
| Option (Right to Buy) | \$ 9.05 | 06/15/2005 | M | 1,022 | 11/03/2003 | 11/02/2013 | Common Stock | 1, |
|-----------------------|---------|------------|---|-------|------------|------------|--------------|----|

Employee Stock

|                       |          |            |   |     |            |            |              |   |
|-----------------------|----------|------------|---|-----|------------|------------|--------------|---|
| Option (Right to Buy) | \$ 12.52 | 06/15/2005 | M | 716 | 02/02/2004 | 02/01/2014 | Common Stock | 7 |
|-----------------------|----------|------------|---|-----|------------|------------|--------------|---|

Employee Stock

|                       |          |            |   |     |            |            |              |   |
|-----------------------|----------|------------|---|-----|------------|------------|--------------|---|
| Option (Right to Buy) | \$ 15.37 | 06/15/2005 | M | 582 | 05/03/2004 | 05/03/2014 | Common Stock | 2 |
|-----------------------|----------|------------|---|-----|------------|------------|--------------|---|

Employee Stock

|                       |          |            |   |       |            |            |              |    |
|-----------------------|----------|------------|---|-------|------------|------------|--------------|----|
| Option (Right to Buy) | \$ 14.49 | 06/15/2005 | M | 1,342 | 05/02/2005 | 05/02/2015 | Common Stock | 1, |
|-----------------------|----------|------------|---|-------|------------|------------|--------------|----|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| FLEISCHER SPENCER C<br>C/O KORN/FERRY INTERNATIONAL<br>1900 AVENUE OF THE STARS, SUITE 2600<br>LOS ANGELES, CA 90067 | X             |           |         |       |

## Signatures

/s/ Peter L. Dunn, attorney-in-fact 06/16/2005

\_\_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) Granted as compensation for services as a director.
- (2) This form correctly reports the expiration date of this option which was reported as September 10, 2003 on the form filed March 9, 2004.

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.