

FLEISCHER SPENCER C

Form 4

June 16, 2005

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 *
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)
Common Stock, par value \$0.01 per share	06/15/2005		M	2,500	A \$ 8.85	2,500	D
Common Stock, par value \$0.01 per share	06/15/2005		M	392	A \$ 8.85	2,892	D

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

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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.

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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
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,

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

(Right to
Buy)Employee
Stock

Option \$ 9.05 06/15/2005

M

1,022

11/03/2003

11/02/2013

Common
Stock(Right to
Buy)Employee
Stock

Option \$ 12.52 06/15/2005

M

716

02/02/2004

02/01/2014

Common
Stock(Right to
Buy)Employee
Stock

Option \$ 15.37 06/15/2005

M

582

05/03/2004

05/03/2014

Common
Stock(Right to
Buy)Employee
Stock

Option \$ 14.49 06/15/2005

M

1,342

05/02/2005

05/02/2015

Common
Stock(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

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

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