

KORN FERRY INTERNATIONAL  
Form 4  
June 25, 2015

**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 \*  
MILLER EDWARD D

(Last) (First) (Middle)

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

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
KORN FERRY INTERNATIONAL [KFY]

3. Date of Earliest Transaction (Month/Day/Year)  
06/23/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	06/23/2015		M	1,002	A \$ 19.87	90,667	D
Common Stock, par value \$0.01 per share	06/23/2015		M	2,500	A \$ 17.22	93,167	D
Common Stock, par	06/23/2015		M	1,194	A \$ 17.12	94,631	D

value \$0.01  
per share

Common  
Stock, par  
value \$0.01  
per share

06/23/2015

F

2,341

D

\$  
35.65

92,020

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.**

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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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 19.87	06/23/2015		M	1,002	<u>(1)</u> 08/01/2015	Common Stock, par value \$0.01 per share	1,002
Stock Option (Right to Buy)	\$ 17.22	06/23/2015		M	2,500	<u>(1)</u> 09/13/2015	Common Stock, par value \$0.01 per share	2,500
Stock Option (Right to Buy)	\$ 17.12	06/23/2015		M	1,194	<u>(1)</u> 11/01/2015	Common Stock, par value \$0.01 per share	1,194

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director   10% Owner   Officer   Other

MILLER EDWARD D  
C/O KORN/FERRY INTERNATIONAL                X  
1900 AVENUE OF THE STARS, SUITE 2600  
LOS ANGELES, CA 90067

## Signatures

/s/ Peter L. Dunn,    06/25/2015  
attorney-in-fact

\_\_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)    The stock option is fully vested.

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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