

KORN FERRY INTERNATIONAL
 Form 4
 December 20, 2013

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 *
 SCHULMEYER GERHARD

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)
 12/18/2013

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.01 per share	12/18/2013		M	716	A	\$ 12.52	42,729	D
Common Stock, par value \$0.01 per share	12/18/2013		M	582	A	\$ 15.37	43,311	D

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Common Stock, par value \$0.01 per share	12/18/2013	M	564	A	\$ 17.65	43,875	D
Common Stock, par value \$0.01 per share	12/18/2013	M	2,500	A	\$ 18.98	46,375	D
Common Stock, par value \$0.01 per share	12/18/2013	M	696	A	\$ 17.12	47,071	D
Common Stock, par value \$0.01 per share	12/18/2013	M	570	A	\$ 19.62	47,641	D
Common Stock, par value \$0.01 per share	12/18/2013	M	783	A	\$ 14.49	48,424	D
Common Stock, par value \$0.01 per share	12/18/2013	M	585	A	\$ 19.87	49,009	D
Common Stock, par value \$0.01 per share	12/18/2013	M	2,500	A	\$ 17.22	51,509	D
Common Stock, par value \$0.01 per share	12/18/2013	M	601	A	\$ 17.26	52,110	D
Common Stock, par value \$0.01 per share	12/18/2013	S	10,097	D	\$ <u>25.5053</u> <u>(1)</u>	42,013	D

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

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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)	\$ 12.52	12/18/2013		M	716	<u>(2)</u> 02/02/2014	Common Stock, par value \$0.01 per share	716
Stock Option (Right to Buy)	\$ 15.37	12/18/2013		M	582	<u>(2)</u> 05/30/2014	Common Stock, par value \$0.01 per share	582
Stock Option (Right to Buy)	\$ 17.65	12/18/2013		M	564	<u>(2)</u> 08/02/2014	Common Stock, par value \$0.01 per share	564
Stock Option (Right to Buy)	\$ 18.98	12/18/2013		M	2,500	<u>(2)</u> 09/14/2014	Common Stock, par value \$0.01 per share	2,500
Stock Option (Right to Buy)	\$ 17.12	12/18/2013		M	696	<u>(2)</u> 11/01/2015	Common Stock, par value \$0.01 per share	696
Stock Option	\$ 19.62	12/18/2013		M	570	<u>(2)</u> 02/02/2015	Common Stock, par	570

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