

SCHULMEYER GERHARD  
 Form 4  
 January 10, 2005

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 01/07/2005

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

(Street)  
 LOS ANGELES, CA 90067

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

(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 Ownership (Instr. 4) |       |   |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|---|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |       |   |
| Common Stock, par value \$0.01 per share | 01/07/2005                           |  | M                              |   | 2,500   | A  | \$ 8.97                           | 2,500 | D |
| Common Stock, par value \$0.01 per share | 01/07/2005                           |  | M                              |   | 1,242   | A  | \$ 6.9                            | 3,742 | D |
| Common Stock, par                        | 01/07/2005                           |  | M                              |   | 2,500   | A  | \$ 7.08                           | 6,242 | D |

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|   |            |   |       |   |             |        |  |   |
|---|------------|---|-------|---|-------------|--------|--|---|
| value \$0.01<br>per share                         |            |   |       |   |             |        |  |   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 01/07/2005 | M | 1,004 | A | \$ 8.72     | 7,246  |  | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 01/07/2005 | M | 1,430 | A | \$ 6.26     | 8,676  |  | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 01/07/2005 | M | 1,285 | A | \$ 7.05     | 9,961  |  | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 01/07/2005 | M | 1,022 | A | \$ 9.05     | 10,983 |  | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 01/07/2005 | S | 1,700 | D | \$<br>20.25 | 9,283  |  | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 01/07/2005 | S | 2,300 | D | \$<br>20.26 | 6,983  |  | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 01/07/2005 | S | 3,083 | D | \$<br>20.27 | 3,900  |  | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 01/07/2005 | S | 400   | D | \$<br>20.28 | 3,500  |  | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 01/07/2005 | S | 700   | D | \$<br>20.29 | 2,800  |  | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 01/07/2005 | S | 1,400 | D | \$ 20.3     | 1,400  |  | D |
| Common<br>Stock, par<br>value \$0.01              | 01/07/2005 | S | 600   | D | \$<br>20.31 | 800    |  | D |

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per share

|   |            |   |     |   |             |     |   |
|---|------------|---|-----|---|-------------|-----|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 01/07/2005 | S | 400 | D | \$<br>20.32 | 400 | D |
|---|------------|---|-----|---|-------------|-----|---|

|   |            |   |     |   |             |     |   |
|---|------------|---|-----|---|-------------|-----|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 01/07/2005 | S | 100 | D | \$<br>20.34 | 300 | D |
|---|------------|---|-----|---|-------------|-----|---|

|   |            |   |     |   |             |   |   |
|---|------------|---|-----|---|-------------|---|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 01/07/2005 | S | 300 | D | \$<br>20.35 | 0 | D |
|---|------------|---|-----|---|-------------|---|---|

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |  |
|---|--|---|---|--------------------------------------|---|--|---|--|--|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                                  |  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 8.97  | 01/07/2005                              |   | M                                    | 2,500   | 09/25/2001 09/24/2011  | Common<br>Stock   | 2,500                                  |  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 6.9   | 01/07/2005                              |   | M                                    | 1,242   | 08/01/2002 07/31/2012  | Common<br>Stock   | 1,242                                  |  |
| Employee<br>Stock                                   | \$ 7.08  | 01/07/2005                              |   | M                                    | 2,500   | 09/24/2002 09/23/2012  | Common<br>Stock   | 2,500                                  |  |

Option  
(Right to  
Buy)

Employee  
Stock

|                             |         |            |   |       |            |            |                 |       |
|-----------------------------|---------|------------|---|-------|------------|------------|-----------------|-------|
| Option<br>(Right to<br>Buy) | \$ 8.72 | 01/07/2005 | M | 1,004 | 11/05/2002 | 11/04/2012 | Common<br>Stock | 1,004 |
|-----------------------------|---------|------------|---|-------|------------|------------|-----------------|-------|

Employee  
Stock

|                             |         |            |   |       |            |            |                 |       |
|-----------------------------|---------|------------|---|-------|------------|------------|-----------------|-------|
| Option<br>(Right to<br>Buy) | \$ 6.26 | 01/07/2005 | M | 1,430 | 02/03/2003 | 02/02/2013 | Common<br>Stock | 1,430 |
|-----------------------------|---------|------------|---|-------|------------|------------|-----------------|-------|

Employee  
Stock

|                             |         |            |   |       |            |            |                 |       |
|-----------------------------|---------|------------|---|-------|------------|------------|-----------------|-------|
| Option<br>(Right to<br>Buy) | \$ 7.05 | 01/07/2005 | M | 1,285 | 05/01/2003 | 04/30/2013 | Common<br>Stock | 1,285 |
|-----------------------------|---------|------------|---|-------|------------|------------|-----------------|-------|

Employee  
Stock

|                             |         |            |   |       |            |            |                 |       |
|-----------------------------|---------|------------|---|-------|------------|------------|-----------------|-------|
| Option<br>(Right to<br>Buy) | \$ 9.05 | 01/07/2005 | M | 1,022 | 11/03/2003 | 11/02/2013 | Common<br>Stock | 1,022 |
|-----------------------------|---------|------------|---|-------|------------|------------|-----------------|-------|

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

SCHULMEYER GERHARD  
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

01/10/2005

\_\_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).

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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