

KORN FERRY INTERNATIONAL  
 Form 4  
 February 05, 2007

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

OMB APPROVAL

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**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

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)  
 02/01/2007

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share <sup>(1)</sup>	02/01/2007		A		561	A	(2) 11,050
						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)





For Main Board and GEM listed issuers

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
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1.

Stock code (if listed)  
 Class of shares issuable  
*(Note 1)*  
 Subscription price  
 EGM approval date (if applicable)  
 (dd/mm/yyyy)

2.

Stock code (if listed)  
 Class of shares issuable  
*(Note 1)*  
 Subscription price  
 ( / / )

Explanation of Responses:

EGM  
approval  
date (if  
applicable)  
(dd/mm/yyyy)  
3.

Stock  
code (if  
listed)  
Class of  
shares  
issuable  
(*Note 1*)  
Subscription  
price  
EGM  
approval  
date (if ( / / )  
applicable)  
(dd/mm/yyyy)  
4.

Stock  
code (if  
listed)  
Class of  
shares  
issuable  
(*Note 1*)  
Subscription  
price  
EGM  
approval  
date (if ( / / )  
applicable)  
(dd/mm/yyyy)  
Total C. (Ordinary shares)

(Preference  
shares)  
(Other class)

For Main Board and GEM listed issuers

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
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1.

H shares (*Note 1*)

NIL

2.

( / / )  
shares (*Note 1*)

Total D. (Ordinary shares)  
(Preference shares)  
(Other class)

NIL

For Main Board and GEM listed issuers

Other Movements in Issued Share Capital

Type of Issue	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	
	Class of shares issuable ( <i>Note 1</i> ) _____
	At price : State currency Issue and allotment date : (dd/mm/yyyy) ( // )
	EGM approval date: (dd/mm/yyyy) ( // )
2. Open offer	
	Class of shares issuable ( <i>Note 1</i> ) _____
	At price : State currency Issue and allotment date : (dd/mm/yyyy) ( // )
	EGM approval date: (dd/mm/yyyy) ( // )

3. Placing

Class of shares issuable (*Note 1*) \_\_\_\_\_

At price : State  
currency

Issue and allotment date :  
(dd/mm/yyyy)

( / / )

EGM approval date:

(dd/mm/yyyy)

( / / )

4. Bonus  
issue

Class of shares issuable (*Note 1*) \_\_\_\_\_

Issue and allotment date :  
(dd/mm/yyyy)

( / / )

EGM approval date:

(dd/mm/yyyy)

( / / )



For Main Board and GEM listed issuers

Type of Issue	No. of new shares of No. of new issuer shares of which issuer may be issued issued during the pursuant month thereto as pursuant at thereto close of the month
5. Scrip dividend	
	Class of shares issuable ( <i>Note 1</i> ) _____
	Issue and allotment date : (dd/mm/yyyy) At price : State currency ( // )
	EGM approval date: (dd/mm/yyyy) ( // )
6. Repurchase of shares	
	Class of shares repurchased ( <i>Note 1</i> ) _____
	Cancellation date : (dd/mm/yyyy) ( // )
	EGM approval date: (dd/mm/yyyy)

Explanation of Responses:

( // )

Class of shares redeemed (*Note 1*) \_\_\_\_\_

7. Redemption  
of shares

Redemption date : (dd/mm/yyyy)

( // )

EGM approval date:

(dd/mm/yyyy)

( // )

8. Consideration  
issue

Class of shares issuable (*Note 1*) \_\_\_\_\_

At price : State currency

Issue and allotment date :  
(dd/mm/yyyy)

( // )

EGM approval date:

(dd/mm/yyyy)

( // )

Class of shares issuable (*Note 1*) \_\_\_\_\_

9. Capital  
reorganisation

Issue and allotment date :  
(dd/mm/yyyy)

( // )

EGM approval date:

(dd/mm/yyyy)

( // )



For Main Board and GEM listed issuers

Type of Issue	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
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Class of shares issuable  
(Note 1) \_\_\_\_\_

10. Other (Please specify) At issue and allotment date (dd/mm/yyyy)

At issue and allotment date (dd/mm/yyyy)

(//)  
EGM approval date:  
(dd/mm/yyyy)

Total E. (Ordinary shares)  
(Preference shares)  
(Other class)

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	N/A
(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A

*(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)*

For Main Board and GEM listed issuers

Remarks (if any):

Submitted by: WANG JIAN

Title: JOINT COMPANY SECRETARY  
(Director, Secretary or other duly authorised officer)

*Notes :*

*1. State the class of shares (e.g. ordinary, preference or other).*

*2. If there is insufficient space, please append the prescribed continuation sheet.*

Explanation of Responses: