

KORN FERRY INTERNATIONAL
 Form 4
 June 25, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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

(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.

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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 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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