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KORN FERRY INTERNATIONAL

Form 4 July 14, 2015

Common

Stock, par

07/13/2015

	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB APPROVAL			
								OMB Number:	3235-0287			
Check thi if no long	er	STATEMENT OF CHANGES IN BENEFICIAL OWNE SECURITIES						EDCHID OF	Expires:	January 31, 2005		
subject to Section 10 Form 4 or	6.								Estimated average burden hours per response 0.8			
Form 5 obligations may continue. See Instruction 1(b). 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 R	Responses)											
			2. Issuer Name and Ticker or Trading Symbol KORN FERRY INTERNATIONAL					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
		[KFY]					(Check all applicable)					
(Last) (First) (Middle) C/O KORN/FERRY INTERNATIONAL, 1900 AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 07/11/2015					Director 10% Owner Officer (give title Other (specify below) EVP and CFO				
	ARS, SUITE 260											
Filed(Mo				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
LOS ANGE	LES, CA 90067							Person		rog		
(City)	(State)	(Zip)	Tabl	le I - Non-L	Derivative S	Securi	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned		
1.Title of Security (Month/Day/Year) Execution Date any (Month/Day/Y				Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) ay/Year) (Instr. 8) (A)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock, par				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
value \$0.01 per share	07/11/2015			A	31,040	A	\$ 0 (1)	97,377	D			
Common Stock, par value \$0.01 per share	07/13/2015			F	1,699 (2)	D	\$ 35.12	95,678	D			

F

(3)

16,771 D \$

35.12

78,907

D

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value \$0.01 per share

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.

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)	4. Transact Code (Instr. 8)	5. iofNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ate	te Amor		8. Price of Derivative Security (Instr. 5)	
			Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROZEK ROBERT P C/O KORN/FERRY INTERNATIONAL 1900 AVENUE OF THE STARS, SUITE 2600 LOS ANGELES, CA 90067

EVP and CFO

Signatures

/s/ Peter L. Dunn, attorney-in-fact 07/14/2015

**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) Granted as compensation for services.
- (2) Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on July 11, 2015, of 8,390 shares of restricted stock held by the Reporting Person.

Reporting Owners 2

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(3) Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on July 11, 2015, of 31,040 performance shares held by the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.