

KORN FERRY INTERNATIONAL
 Form 4
 July 12, 2016

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/08/2016

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

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.01 per share	07/08/2016		F		2,209 (1)	D	\$ 21.3 191,163 D
Common Stock, par value \$0.01 per share	07/08/2016		A		45,070 (2)	A	\$ 0 (3) 236,233 D
Common Stock, par	07/09/2016		A		66,690 (4)	A	\$ 0 (3) 302,923 D

value \$0.01
per share

Common Stock, par value \$0.01 per share	07/11/2016	F	28,943 <u>(5)</u>	D	\$ 21.81	273,980	D
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Common Stock, par value \$0.01 per share	07/11/2016	F	6,454 <u>(6)</u>	D	\$ 21.81	267,526	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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNISON GARY D C/O KORN/FERRY INTERNATIONAL 1900 AVENUE OF THE STARS, SUITE 2600 LOS ANGELES, CA 90067	X		CEO	

Signatures

/s/ Peter L. Dunn, attorney-in-fact 07/12/2016

__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) Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on July 8, 2016, of 5,877 shares of restricted stock held by the Reporting Person.
- (2) Represents shares of restricted stock that vest in four equal annual installments commencing on July 8, 2017.
- (3) Granted as compensation for services
- (4) Acquired upon the settlement of TSR performance units granted on July 9, 2013 under the Korn/Ferry International Second Amended and Reatated 2008 Stock Incentive Plan a result of the satisfaction of the performance criteria underlying the award.
- (5) Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the settlement, on July 9, 2016, of 66,690 TSR performance units, as described in footnote (4) above
- (6) Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on July 11, 2016, of 12,638 shares of restricted stock 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.

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