

KORN FERRY INTERNATIONAL
 Form 4
 March 14, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 FRIEDMAN FLEISCHER & LOWE
 GP LLC

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)
 ONE MARITIME PLAZA, SUITE
 1000,
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/10/2005

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

SAN FRANCISCO, CA 94111

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 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)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
------------------------	---------------	--------------------------------------	-------------------------------	------------------------------	-----------	---	---

Edgar Filing: KORN FERRY INTERNATIONAL - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
7.5% Convertible Series A Preferred Stock ⁽¹⁾	\$ 10.19	03/10/2005	J ⁽³⁾			3,122	06/13/2002	06/13/2010	Common Stock	306
7.5% Convertible Series A Preferred Stock ⁽²⁾	\$ 10.19	03/10/2005	J ⁽³⁾			57	06/13/2002	06/13/2010	Common Stock	5,5
7.5% Convertible Subordinated Note Due 2010 ⁽¹⁾	\$ 10.19	03/10/2005	J ⁽³⁾			1 ⁽⁴⁾	06/13/2002	06/13/2010	Common Stock	1,22
7.5% Convertible Subordinated Note Due 2010 ⁽²⁾	\$ 10.19	03/10/2005	J ⁽³⁾			1 ⁽⁴⁾	06/13/2002	06/13/2010	Common Stock	22,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIEDMAN FLEISCHER & LOWE GP LLC ONE MARITIME PLAZA, SUITE 1000 SAN FRANCISCO, CA 94111		X		
FRIEDMAN FLEISCHER & LOWE CAPITAL PARTNERS LP ONE MARITIME PLAZA 10TH FL SAN FRANCISCO, CA 94111		X		
FFL EXECUTIVE PARTNERS LP ONE MARITIME PLAZA 10TH FL SAN FRANCISCO, CA 94111		X		

Signatures

/s/ David Lowe

03/14/2005

**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).
- (1) The securities reported herein as being disposed of were owned of record by Friedman Fleischer & Lowe Capital Partners, L.P.
- (2) The securities reported herein as being disposed of were owned of record by FFL Executive Partners, L.P.
- (3) Sale made to Credit Suisse First Boston Capital LLC pursuant to a Forward Sale Contract entered into as of March 10, 2005. The Forward Sale Contract will provide that the selling person will be required to deliver the Convertible Securities in March, 2007.
- (4) Notes with the aggregate principal amounts of \$12,491,531 and \$225,469, respectively.

Remarks:

FRIEDMAN FLEISCHER & LOWE GP, LLC,
as General Partner

Name: David Lowe

Title: Senior Managing Member

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.