

KORN FERRY INTERNATIONAL
Form SC 13G/A
February 04, 2004

OMB APPROVAL

OMB Number: 3235-0145
Expires: December 31, 2005
Estimated average burden
hours per response.....11

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Korn/Ferry International

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

500643200

(CUSIP Number)

December 31, 2003

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)
Page 1 of 28 Pages

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

Exhibit Index found on Page 27

13G

=====
CUSIP No. 500643200
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) []

(b) [X]**

2

** The reporting persons making this filing hold an aggregate of 653,000 Shares, which is 1.7% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF -0-

6 SHARED VOTING POWER

151,900

7 SOLE DISPOSITIVE POWER

REPORTING -0-
PERSON WITH

8 SHARED DISPOSITIVE POWER

151,900

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

151,900

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions)

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.4 %

12 TYPE OF REPORTING PERSON (See Instructions)

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

PN

Page 2 of 28 Pages

13G

CUSIP No. 500643200

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) []

(b) [X]**

2 ** The reporting persons making this filing hold an aggregate of 653,000 Shares, which is 1.7% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 California

5 SOLE VOTING POWER

NUMBER OF -0-

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 151,100

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON WITH -0-

8 SHARED DISPOSITIVE POWER

151,100

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

151,100

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11 0.4 %

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

 12 TYPE OF REPORTING PERSON (See Instructions)
 PN

Page 3 of 28 Pages

13G

=====
 CUSIP No. 500643200
 =====

 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

 Farallon Capital Institutional Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 (a) []
 (b) [X]**

2 ** The reporting persons making this filing hold an aggregate of 653,000 Shares, which is 1.7% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION

 California

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES	6	SHARED VOTING POWER
BENEFICIALLY OWNED BY		28,300
EACH	7	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH		-0-
	8	SHARED DISPOSITIVE POWER
		28,300

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

 28,300

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

[]

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.1 %

TYPE OF REPORTING PERSON (See Instructions)

12

PN

Page 4 of 28 Pages

13G

CUSIP No. 500643200

1

NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners III, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) []

(b) [X]**

2

** The reporting persons making this filing hold an aggregate of 653,000 Shares, which is 1.7% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5

SOLE VOTING POWER

NUMBER OF

-0-

SHARES
BENEFICIALLY
OWNED BY

6

SHARED VOTING POWER

30,300

EACH

7

SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

-0-

8

SHARED DISPOSITIVE POWER

30,300

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,300

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

10 CERTAIN SHARES (See Instructions)

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1 %

12 TYPE OF REPORTING PERSON (See Instructions)

PN

Page 5 of 28 Pages

13G

=====
CUSIP No. 500643200
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Tinicum Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) []

(b) [X]**

2 ** The reporting persons making this filing hold an aggregate of 653,000 Shares, which is 1.7% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 New York

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES	6	SHARED VOTING POWER
BENEFICIALLY OWNED BY		7,400
EACH	7	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH		-0-
	8	SHARED DISPOSITIVE POWER
		7,400

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

7,400

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0 %

12 TYPE OF REPORTING PERSON (See Instructions)

PN

Page 6 of 28 Pages

13G

=====
CUSIP No. 500643200
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Management, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]**

2 ** The reporting persons making this filing hold an aggregate of 653,000 Shares, which is 1.7% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 284,000

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON WITH -0-

8 SHARED DISPOSITIVE POWER
284,000

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

```

=====
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      284,000
=====
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)
                                     [   ]
=====
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      0.8 %
=====
12     TYPE OF REPORTING PERSON (See Instructions)
      IA, OO
=====

```

Page 7 of 28 Pages

13G

```

=====
CUSIP No. 500643200
=====

```

```

=====
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
      Farallon Partners, L.L.C.
=====
2      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
      (a) [   ]
      (b) [ X ]**
      **      The reporting persons making this filing hold an
              aggregate of 653,000 Shares, which is 1.7% of the
              class of securities. The reporting person on this
              cover page, however, is a beneficial owner only of
              the securities reported by it on this cover page.
=====
3      SEC USE ONLY
=====
4      CITIZENSHIP OR PLACE OF ORGANIZATION
      Delaware
=====
5      SOLE VOTING POWER
      NUMBER OF
      SHARES
      BENEFICIALLY
      OWNED BY
      EACH
      REPORTING
      PERSON WITH
      5
      6
      7
      -0-
      SHARED VOTING POWER
      369,000
      SOLE DISPOSITIVE POWER
      -0-
=====

```


Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

	7	-0-
REPORTING PERSON WITH	-----	-----
		SHARED DISPOSITIVE POWER
	8	653,000
-----	-----	-----
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	653,000	
-----	-----	-----
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
		[]
-----	-----	-----
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	1.7 %	
-----	-----	-----
12	TYPE OF REPORTING PERSON (See Instructions)	
	IN	
-----	-----	-----

Page 9 of 28 Pages

13G

=====
CUSIP No. 500643200
=====

1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Chun R. Ding	
-----	-----	-----
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
		(a) []
		(b) [X]**
	**	The reporting persons making this filing hold an aggregate of 653,000 Shares, which is 1.7% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.
-----	-----	-----
3	SEC USE ONLY	
-----	-----	-----
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
-----	-----	-----
	5	SOLE VOTING POWER
NUMBER OF	-----	-----
SHARES		-0-
-----	-----	-----
BENEFICIALLY	6	SHARED VOTING POWER

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

OWNED BY		653,000
		=====
EACH		SOLE DISPOSITIVE POWER
	7	
REPORTING		-0-
PERSON WITH		=====
		SHARED DISPOSITIVE POWER
	8	
		653,000
		=====
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		653,000
		=====
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
		[]
		=====
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
		1.7 %
		=====
12	TYPE OF REPORTING PERSON (See Instructions)	
		IN
		=====

Page 10 of 28 Pages

13G

=====
CUSIP No. 500643200
=====

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
		Joseph F. Downes
		=====
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
		(a) []
		(b) [X]**
	**	The reporting persons making this filing hold an aggregate of 653,000 Shares, which is 1.7% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.
		=====
3	SEC USE ONLY	
		=====
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
		United States
		=====
	5	SOLE VOTING POWER
		=====
		NUMBER OF
		-0-

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

```

=====
SHARES                               6          SHARED VOTING POWER
BENEFICIALLY
OWNED BY                               653,000
=====
EACH                                   7          SOLE DISPOSITIVE POWER
REPORTING                               -0-
PERSON WITH                             =====
                                           SHARED DISPOSITIVE POWER
                                           8
                                           653,000
=====
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      653,000
=====
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)
                                           [   ]
=====
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      1.7 %
=====
12     TYPE OF REPORTING PERSON (See Instructions)
      IN
=====

```

Page 11 of 28 Pages

13G

```

=====
CUSIP No. 500643200
=====

```

```

-----
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

      William F. Duhamel
-----
2      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
      (a) [   ]
      (b) [ X ]**

      **      The reporting persons making this filing hold an
              aggregate of 653,000 Shares, which is 1.7% of the
              class of securities. The reporting person on this
              cover page, however, is a beneficial owner only of
              the securities reported by it on this cover page.
-----
3      SEC USE ONLY
-----
4      CITIZENSHIP OR PLACE OF ORGANIZATION

      United States
-----

```

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

	5	SOLE VOTING POWER
NUMBER OF		-0-
=====		
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		653,000
OWNED BY		
=====		
EACH		SOLE DISPOSITIVE POWER
	7	
REPORTING		-0-
PERSON WITH		
=====		
	8	SHARED DISPOSITIVE POWER
		653,000
=====		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	653,000	
=====		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
	[]	
=====		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	1.7 %	
=====		
12	TYPE OF REPORTING PERSON (See Instructions)	
	IN	
=====		

Page 12 of 28 Pages

13G

=====
CUSIP No. 500643200
=====

1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Charles E. Ellwein	
=====		
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
	(a) []	
	(b) [X]**	
2	** The reporting persons making this filing hold an aggregate of 653,000 Shares, which is 1.7% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.	
=====		
3	SEC USE ONLY	
=====		
	CITIZENSHIP OR PLACE OF ORGANIZATION	

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

4

United States

```

=====
                    5      SOLE VOTING POWER
NUMBER OF          -0-
SHARES
BENEFICIALLY      6      SHARED VOTING POWER
OWNED BY          653,000
EACH
REPORTING         7      SOLE DISPOSITIVE POWER
PERSON WITH      -0-
                    8      SHARED DISPOSITIVE POWER
                    653,000
=====
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      653,000
=====
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)
                                           [   ]
=====
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      1.7 %
=====
12     TYPE OF REPORTING PERSON (See Instructions)
      IN
=====

```

Page 13 of 28 Pages

13G

=====
CUSIP No. 500643200
=====

```

=====
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

      Richard B. Fried
=====
      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
                                           (a) [   ]
                                           (b) [ X ]**
2
      **      The reporting persons making this filing hold an
              aggregate of 653,000 Shares, which is 1.7% of the
              class of securities. The reporting person on this
              cover page, however, is a beneficial owner only of
              the securities reported by it on this cover page.
=====
3      SEC USE ONLY
=====

```

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

```

=====
4      CITIZENSHIP OR PLACE OF ORGANIZATION
      United States
=====
      5      SOLE VOTING POWER
NUMBER OF      -0-
      SHARES
BENEFICIALLY  6      SHARED VOTING POWER
OWNED BY      653,000
      EACH
      7      SOLE DISPOSITIVE POWER
REPORTING     -0-
PERSON WITH   -----
      8      SHARED DISPOSITIVE POWER
      653,000
=====
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      653,000
=====
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)
                                           [   ]
=====
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      1.7 %
=====
12     TYPE OF REPORTING PERSON (See Instructions)
      IN
=====

```

Page 14 of 28 Pages

13G

=====
CUSIP No. 500643200
=====

```

=====
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
      Monica R. Landry
=====
2      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
                                           (a) [   ]
                                           (b) [ X ]**

```

** The reporting persons making this filing hold an aggregate of 653,000 Shares, which is 1.7% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

the securities reported by it on this cover page.

=====	
3	SEC USE ONLY
=====	
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
=====	
	5 SOLE VOTING POWER
NUMBER OF	-0-
=====	
	6 SHARED VOTING POWER
SHARES	653,000
BENEFICIALLY	
OWNED BY	
=====	
	7 SOLE DISPOSITIVE POWER
EACH	
=====	
	8 SHARED DISPOSITIVE POWER
REPORTING	
PERSON WITH	653,000
=====	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	653,000
=====	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []
=====	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	1.7 %
=====	
12	TYPE OF REPORTING PERSON (See Instructions)
	IN
=====	

Page 15 of 28 Pages

13G

=====

CUSIP No. 500643200

=====

=====	
1	NAMES OF REPORTING PERSONS
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	William F. Mellin
=====	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	(a) []
	(b) [X]**
2	

** The reporting persons making this filing hold an

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

aggregate of 653,000 Shares, which is 1.7% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

=====	
3	SEC USE ONLY
=====	
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
=====	
	5 SOLE VOTING POWER
NUMBER OF	-0-

	6 SHARED VOTING POWER
SHARES	653,000
BENEFICIALLY	
OWNED BY	

	7 SOLE DISPOSITIVE POWER
EACH	

	8 SHARED DISPOSITIVE POWER
REPORTING	-0-
PERSON WITH	

	8 653,000
=====	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	653,000
=====	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []
=====	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	1.7 %
=====	
12	TYPE OF REPORTING PERSON (See Instructions)
	IN
=====	

13G

=====
CUSIP No. 500643200
=====

=====	
1	NAMES OF REPORTING PERSONS
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Stephen L. Millham
=====	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	(a) []

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

(b) [X]**

2

** The reporting persons making this filing hold an aggregate of 653,000 Shares, which is 1.7% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

-0-

6 SHARED VOTING POWER

653,000

EACH

7 SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

-0-

8 SHARED DISPOSITIVE POWER

653,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

653,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

1.7 %

TYPE OF REPORTING PERSON (See Instructions)

12

IN

Page 17 of 28 Pages

13G

=====
CUSIP No. 500643200
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Rajiv A. Patel

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

=====

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) []
 (b) [X]**

2

** The reporting persons making this filing hold an aggregate of 653,000 Shares, which is 1.7% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

4

=====

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5

SOLE VOTING POWER

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY

-0-

6

SHARED VOTING POWER

653,000

7

SOLE DISPOSITIVE POWER

EACH
 REPORTING
 PERSON WITH

-0-

8

SHARED DISPOSITIVE POWER

653,000

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

653,000

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

[]

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.7 %

12

TYPE OF REPORTING PERSON (See Instructions)

IN

=====

Page 18 of 28 Pages

13G

=====

CUSIP No. 500643200

1

NAMES OF REPORTING PERSONS

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Derek C. Schrier

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) []

(b) [X]**

2

** The reporting persons making this filing hold an aggregate of 653,000 Shares, which is 1.7% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

5 SOLE VOTING POWER

NUMBER OF

-0-

SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER

653,000

EACH

7 SOLE DISPOSITIVE POWER

7

-0-

REPORTING
PERSON WITH

8 SHARED DISPOSITIVE POWER

8

653,000

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

653,000

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions)

[]

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.7 %

12

TYPE OF REPORTING PERSON (See Instructions)

IN

Page 19 of 28 Pages

13G

=====
CUSIP No. 500643200
=====

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

```

=====
1  NAMES OF REPORTING PERSONS
   I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

   Thomas F. Steyer
=====
   CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
                                     (a) [   ]
                                     (b) [ X ]**
2
   **      The reporting persons making this filing hold an
           aggregate of 653,000 Shares, which is 1.7% of the
           class of securities. The reporting person on this
           cover page, however, is a beneficial owner only of
           the securities reported by it on this cover page.
=====
3  SEC USE ONLY
=====
4  CITIZENSHIP OR PLACE OF ORGANIZATION

   United States
=====
5  SOLE VOTING POWER
   NUMBER OF          -0-
   SHARES
   BENEFICIALLY      6  SHARED VOTING POWER
   OWNED BY          653,000
   EACH
   REPORTING         7  SOLE DISPOSITIVE POWER
   PERSON WITH      -0-
                   8  SHARED DISPOSITIVE POWER
                   653,000
=====
9  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

   653,000
=====
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
    CERTAIN SHARES (See Instructions)
                                     [   ]
=====
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

   1.7 %
=====
12 TYPE OF REPORTING PERSON (See Instructions)

   IN
=====

```

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

=====
 CUSIP No. 500643200
 =====

 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

 Mark C. Wehrly

 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 (a) []
 (b) [X]**

2 ** The reporting persons making this filing hold an aggregate of 653,000 Shares, which is 1.7% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION

 United States

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES	6	SHARED VOTING POWER
BENEFICIALLY OWNED BY		653,000
EACH	7	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH		-0-
	8	SHARED DISPOSITIVE POWER
		653,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

 653,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

 []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

 1.7 %

12 TYPE OF REPORTING PERSON (See Instructions)

 IN

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

This Amendment No. 1 to Schedule 13G amends the Schedule 13G initially filed on February 6, 2003 (collectively, with all amendments thereto, the "Schedule 13G").

Item 1. Issuer

(a) Name of Issuer:

Korn/Ferry International (the "Company")

(b) Address of Issuer's Principal Executive Offices:

1800 Century Park East, Suite 900, Los Angeles, California
90067

Item 2. Identity And Background

Title Of Class Of Securities And CUSIP Number (Item 2(d) and (e))

This statement relates to Shares of Common Stock, par value \$0.01 per share (the "Shares") of the Company. The CUSIP number of the Shares is 500643200.

Name Of Persons Filing, Address Of Principal Business Office And
Citizenship (Item 2(a), (b) and (c))

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Partnerships

- (i) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;
- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it; and
- (v) Tincum Partners, L.P., a New York limited partnership ("Tincum"), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III and Tincum are together referred to

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

herein as the "Partnerships."

Page 22 of 28 Pages

The Management Company

- (vi) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Shares held by certain accounts managed by the Management Company (the "Managed Accounts").

The General Partner Of The Partnerships

- (vii) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Partnerships (the "General Partner"), with respect to the Shares held by each of the Partnerships.

The Managing Members Of the General Partner And The Management Company

- (viii) The following persons who are managing members of both the General Partner and the Management Company, with respect to the Shares held by the Partnerships and the Managed Accounts: David I. Cohen ("Cohen"), Chun R. Ding ("Ding"), Joseph F. Downes ("Downes"), William F. Duhamel ("Duhamel"), Charles E. Ellwein ("Ellwein"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), William F. Mellin ("Mellin"), Stephen L. Millham ("Millham"), Rajiv A. Patel ("Patel"), Derek C. Schrier ("Schrier"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

Cohen, Ding, Downes, Duhamel, Ellwein, Fried, Landry, Mellin, Millham, Patel, Schrier, Steyer and Wehrly are together referred to herein as the "Individual Reporting Persons."

The citizenship of each of the Partnerships, the General Partner and the Management Company is set forth above. Each of the Individual Reporting Persons is a United States citizen. The address of the principal business office of each of the Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether The Person Filing Is An Entity Specified in (a) - (j):

Not Applicable.

If This Statement Is Filed Pursuant To Section 240.13d-1(c),

Check This Box. [X]

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

Item 4. Ownership

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person.

Page 23 of 28 Pages

The Shares reported hereby for the Partnerships are owned directly by the Partnerships and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The General Partner, as general partner to the Partnerships, may be deemed to be the beneficial owner of all such Shares owned by the Partnerships. The Management Company, as investment adviser to the Managed Accounts, may be deemed to be the beneficial owner of all such Shares owned by the Managed Accounts. The Individual Reporting Persons, as managing members of both the General Partner and/or the Management Company, may each be deemed to be the beneficial owner of all such Shares held by the Partnerships and the Managed Accounts. Each of the Management Company, the General Partner and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

Item 5. Ownership Of Five Percent Or Less Of A Class

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the deemed beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership Of More Than Five Percent On Behalf Of Another Person

Not Applicable.

Item 7. Identification And Classification Of The Subsidiary Which Acquired

The Security Being Reported On By The Parent Holding Company

Not Applicable.

Item 8. Identification And Classification Of Members Of The Group

The Reporting Persons are filing this Schedule 13G pursuant to Rule 13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

Item 9. Notice Of Dissolution Of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 24 of 28 Pages

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 4, 2004

/s/ Joseph F. Downes

FARALLON PARTNERS, L.L.C.,
on its own behalf and as General Partner of
FARALLON CAPITAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,
And TINICUM PARTNERS, L.P.,
By Joseph F. Downes
Managing Member

/s/ Joseph F. Downes

FARALLON CAPITAL MANAGEMENT, L.L.C.
By Joseph F. Downes
Managing Member

/s/ Joseph F. Downes

Joseph F. Downes, individually and as attorney-in-fact for each of David I. Cohen, Chun R. Ding, William F. Duhamel, Charles E. Ellwein, Richard B. Fried, Monica R. Landry, William F. Mellin, Stephen L. Millham, Rajiv A. Patel, Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly.

The Powers of Attorney, each executed by Cohen, Mellin, Millham and Steyer authorizing Downes to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on January 20, 1998, by such Reporting Persons with respect to the Units of Spiros Development Corporation II, Inc., are hereby incorporated by reference. The Powers of Attorney, each executed by Duhamel and Fried authorizing Downes to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 7 to the Schedule 13D filed with the Securities and Exchange Commission on February 9, 1999 by such Reporting Persons with respect to the Callable Class A Common Stock of Crescendo Pharmaceuticals Corporation, are hereby incorporated by reference. The Power of Attorney executed by Mark C. Wehrly authorizing Downes to sign and file this Schedule 13G on his behalf, which was filed with

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13G/A

it knows or has reason to believe that such information is inaccurate.

Dated: February 4, 2004

/s/ Joseph F. Downes

FARALLON PARTNERS, L.L.C.,
on its own behalf and as General Partner of
FARALLON CAPITAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,
And TINICUM PARTNERS, L.P.,
By Joseph F. Downes
Managing Member

/s/ Joseph F. Downes

FARALLON CAPITAL MANAGEMENT, L.L.C.
By Joseph F. Downes
Managing Member

/s/ Joseph F. Downes

Joseph F. Downes, individually and as attorney-in-fact for
each of David I. Cohen, Chun R. Ding, William F. Duhamel,
Charles E. Ellwein, Richard B. Fried, Monica R. Landry,
William F. Mellin, Stephen L. Millham, Rajiv A. Patel,
Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly.