

WADDELL M KEITH
Form 4
October 27, 2005

FORM 4

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

OMB APPROVAL

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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 *
WADDELL M KEITH

2. Issuer Name and Ticker or Trading Symbol
HALF ROBERT INTERNATIONAL INC /DE/ [RHI]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
2884 SAND HILL ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/25/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman, President & CFO

MENLO PARK, CA 94025

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/25/2005 | | M | | 263,424 | A | \$ 6.0625 |
| Common Stock | 10/25/2005 | | M | | 18,444 | A | \$ 6.9792 |
| Common Stock | 10/25/2005 | | M | | 13,940 | A | \$ 9.7292 |
| Common Stock | 10/25/2005 | | M | | 5,550 | A | \$ 11.375 |
| Common Stock | 10/25/2005 | | S | | 87,200 | D | \$ 2 1,276,502 |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|-----------|---|
| Common Stock | 10/25/2005 | S | 14,300 | D | \$ 36.86 | 1,262,202 | D |
| Common Stock | 10/25/2005 | S | 300 | D | \$ 36.89 | 1,261,902 | D |
| Common Stock | 10/25/2005 | S | 300 | D | \$ 36.9 | 1,261,602 | D |
| Common Stock | 10/25/2005 | S | 1,500 | D | \$ 36.91 | 1,260,102 | D |
| Common Stock | 10/25/2005 | S | 100 | D | \$ 36.92 | 1,260,002 | D |
| Common Stock | 10/25/2005 | S | 800 | D | \$ 36.93 | 1,259,202 | D |
| Common Stock | 10/25/2005 | S | 1,100 | D | \$ 36.94 | 1,258,102 | D |
| Common Stock | 10/25/2005 | S | 15,000 | D | \$ 36.95 | 1,243,102 | D |
| Common Stock | 10/25/2005 | S | 1,300 | D | \$ 36.96 | 1,241,802 | D |
| Common Stock | 10/25/2005 | S | 6,900 | D | \$ 36.97 | 1,234,902 | D |
| Common Stock | 10/25/2005 | S | 40,000 | D | \$ 36.98 | 1,194,902 | D |
| Common Stock | 10/25/2005 | S | 17,600 | D | \$ 37 | 1,177,302 | D |
| Common Stock | 10/25/2005 | S | 9,100 | D | \$ 37.01 | 1,168,202 | D |
| Common Stock | 10/25/2005 | S | 100 | D | \$ 37.02 | 1,168,102 | D |
| Common Stock | 10/25/2005 | S | 100 | D | \$ 37.03 | 1,168,002 | D |
| Common Stock | 10/25/2005 | S | 5,200 | D | \$ 37.04 | 1,162,802 | D |
| Common Stock | 10/25/2005 | S | 2,100 | D | \$ 37.05 | 1,160,702 | D |
| Common Stock | 10/25/2005 | S | 3,500 | D | \$ 37.06 | 1,157,202 | D |
| Common Stock | 10/25/2005 | S | 22,900 | D | \$ 37.07 | 1,134,302 | D |
| Common Stock | 10/25/2005 | S | 5,100 | D | \$ 37.08 | 1,129,202 | D |
| | 10/25/2005 | S | 12,900 | D | \$ 37.09 | 1,116,302 | D |

Common
Stock

Common Stock 10/25/2005 S 2,600 D \$ 37.1 1,113,702 D

Common Stock 10/25/2005 F 156,362 D \$ 37 957,340 D

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.

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Option Right to Buy | \$ 6.0625 | 10/25/2005 | | M | 263,424 | 11/03/1999 11/03/2005 | Common Stock 263,424 |
| Option Right to Buy | \$ 6.9792 | 10/25/2005 | | M | 18,444 | 12/31/2002 12/29/2005 | Common Stock 18,444 |
| Option Right to Buy | \$ 9.7292 | 10/25/2005 | | M | 13,940 | 05/01/2001 05/01/2006 | Common Stock 13,940 |
| Option Right to Buy | \$ 11.375 | 10/25/2005 | | M | 5,550 | 12/31/2003 01/01/2007 | Common Stock 5,550 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WADDELL M KEITH 2884 SAND HILL ROAD MENLO PARK, CA 94025 | X | | Vice Chairman, President & CFO | |

Signatures

/s/ M. Keith
Waddell

10/27/2005

 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) Reporting Person no longer has a reportable beneficial interest in the shares held by his son, which shares were included in Reporting Person's prior ownership reports.

Of the 87,200 shares sold 5,100 sold at \$36.35, 1,100 sold at \$36.50, 2,000 sold at \$36.51, 2,000 sold at \$36.52, 200 sold at \$36.53, 500 sold at \$36.54, 1,600 sold at \$36.55, 300 sold at \$36.56, 3,700 sold at \$36.57, 400 sold at \$36.58, 1,000 sold at \$36.59, 4,100 sold at \$36.60, 3,500 sold at \$36.61, 1,300 sold at \$36.62, 1,900 sold at \$36.63, 900 sold at \$36.64, 800 sold at \$36.65, 1,800 sold at 36.66, 1,600
- (2) sold at 36.68, 1,500 sold at 36.70, 300 sold at \$36.71, 4,000 sold at \$36.72, 4,700 sold at \$36.73, 12,852 sold at \$36.75, 1,100 sold at \$36.76, 5,000 sold at \$36.78, 2,000 sold at \$36.79, 10,548 sold at 36.80, 400 sold at \$36.81, 1,400 sold at \$36.82, 300 sold at \$36.83, 4100 sold at 36.84, 2900 sold at \$36.85, 1,800 sold at 36.87 and 500 sold at 36.88.

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.