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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) January 26, 2006

Robert Half International Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

01-10427
(Commission File Number)

94-1648752
(IRS Employer
Identification No.)

2884 Sand Hill Road, Menlo Park, CA
(Address of principal executive offices)

94025
(Zip Code)

Registrant's telephone number, including area code (650) 234-6000

NO CHANGE
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition.

On January 26, 2006, Robert Half International Inc. issued a press release reporting earnings for the fourth fiscal quarter of 2005. A copy of the press release is attached hereto as Exhibit 99.1.

The foregoing information in this Current Report on Form 8-K, including exhibit 99.1 attached hereto, is being “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be incorporated by reference in any filing under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such future filing.

Item 8.01 Other Events.

On December 6, 2004, Plaintiffs Ian O’Donnell and David Jolicoeur, on behalf of themselves and a putative class of salaried Staffing Managers, Account Executives and Account Managers, filed a complaint in Massachusetts Superior Court naming the Company and one of its wholly owned subsidiaries as Defendants. The complaint alleges that salaried Staffing Managers, Account Executives and Account Managers based in Massachusetts within the past two years have been misclassified under Massachusetts law as exempt employees and seeks an unspecified amount equal to three times their unpaid overtime compensation alleged to be due to them had they been paid as non-exempt, hourly employees, plus costs and legal fees. The complaint also makes similar allegations under the U.S. Fair Labor Standards Act on behalf of all Staffing Managers, Account Executives and Account Managers employed in any state other than Massachusetts and California within the past three years and seeks an unspecified amount for unpaid overtime pay alleged to be due to them had they been paid as non-exempt, hourly employees, plus an equal amount as liquidated damages. The case has been removed to the United States District Court for the District of Massachusetts. Plaintiffs have filed a motion with the Court seeking conditional certification of the class and permission to mail class members a notice regarding their right to opt into the case as a plaintiff. The Company has opposed such motion and has commenced discovery. On November 30, 2005, plaintiffs filed a motion with the Court seeking permission to amend the complaint to allege that the Company failed to pay its exempt employees on a “salary basis.” If the motion to amend is allowed, the putative class would expand beyond Staffing Managers, Account Executives and Account Managers as initially proposed, and would include all Company employees classified as exempt during the time period covered by the lawsuit. The Company has opposed the motion to amend the complaint. Because the litigation is at an early stage, it is not feasible to predict its outcome or a range of loss, should a loss occur. Accordingly, no amounts have been provided in the accompanying financial information. The Company believes it has meritorious defenses to the allegations, and the Company intends to continue to vigorously defend against the litigation.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Robert Half International Inc. January 26, 2006, Press Release.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Robert Half International Inc.

Date: January 26, 2006

By: /s/ M. Keith Waddell

Name: M. Keith Waddell

Title: Vice Chairman, President and Chief Financial
Officer

FOR IMMEDIATE RELEASE

Contact: M. Keith Waddell
Vice Chairman, President and
Chief Financial Officer
(650) 234-6000

ROBERT HALF INTERNATIONAL INC. REPORTS RECORD REVENUES AND EARNINGS FOR THE
FOURTH QUARTER OF 2005

MENLO PARK, California, January 26, 2006 -- Robert Half International Inc. (NYSE symbol: RHI) today reported record revenues and earnings for the fourth quarter ended December 31, 2005.

For the quarter ended December 31, 2005, net income was \$64.6 million or \$.37 per share, on revenues of \$884.8 million. Net income for the prior year's fourth quarter was \$49.7 million or \$.28 per share, on revenues of \$754.2 million.

For the year ended December 31, 2005, net income was \$237.9 million or \$1.36 per share, on revenues of \$3.3 billion. For the year ended December 31, 2004, net income was \$140.6 million or \$.79 per share, on revenues of \$2.7 billion.

Harold M. Messmer, Jr., chairman and chief executive officer of Robert Half International, said, "We were pleased with our fourth-quarter financial results -- quarterly revenues and earnings again reached their highest levels in the company's history. Revenues and income per share for the fourth quarter increased 17 percent and 32 percent, respectively."

Messmer continued, "Our staffing operations had strong results across the board, with all divisions posting solid sequential and year-over-year revenue gains. Fourth-quarter revenues in our staffing operations increased 20 percent over last year and rose 7 percent sequentially on a same-day basis.

"Protiviti also performed well during the quarter and continued to broaden its revenue base with growth in outsourced and co-sourced internal audit engagements, as well as business and technology risk consulting services," he said.

Robert Half International management will conduct a conference call today at 5 p.m. ET to discuss the quarterly financial results. The dial-in number is 800-540-0559 (+1-785-832-1508 outside the United States) and the passcode is "Robert Half International." A taped recording of this call will be available for replay beginning at approximately 8 p.m. ET today and ending at 8 p.m. ET on February 2. The dial-in number for the replay is 800-688-7339 (+1-402-220-1347 outside the United States). The conference call also will be archived in audio format on the company's website at www.rhi.com.

Founded in 1948, Robert Half International Inc. (RHI) is the world's first and largest specialized staffing firm. RHI is a recognized leader in professional consulting and staffing services and is the parent company of Protiviti® (www.protiviti.com), a leading independent internal audit and risk consulting firm.

The company's specialized staffing divisions include Accountemps®, Robert Half® Finance & Accounting and Robert Half® Management Resources, for temporary, full-time and project professionals, respectively, in the fields of accounting and finance; OfficeTeam®, for highly skilled temporary administrative support personnel; Robert Half® Technology, for information technology professionals; Robert Half® Legal, for legal personnel; and The Creative Group®, for advertising, marketing and web design professionals. The company's staffing divisions serve clients and candidates through more than 330 offices worldwide.

(more)

Certain information contained in this press release may be deemed forward-looking statements regarding events and financial trends that may affect the company's future operating results or financial positions. These statements may be identified by words such as "estimate", "forecast", "project", "plan", "intend", "believe", "expect", "anticipate", or variations or negatives thereof, or by similar or comparable words or phrases. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in the statements.

These risks and uncertainties include, but are not limited to, the following: changes in levels of unemployment and other economic conditions in the United States or foreign countries where the company does business, or in particular regions or industries; reduction in the supply of candidates for temporary employment or the company's ability to attract candidates; the entry of new competitors into the marketplace or expansion by existing competitors; the ability of the company to maintain existing client relationships and attract new clients in the context of changing economic or competitive conditions; the impact of competitive pressures, including any change in the demand for the company's services, on the company's ability to maintain its margins; the possibility of the company incurring liability for its activities, including the activities of its temporary employees, or for events impacting its temporary employees on clients' premises; the possibility that adverse publicity could impact the company's ability to attract and retain clients and candidates; the success of the company in attracting, training, and retaining qualified management personnel and other staff employees; whether governments will impose additional regulations or licensing requirements on personnel services businesses in particular or on employer/employee relationships in general; whether there will be ongoing demand for Sarbanes-Oxley or other regulatory compliance services; and litigation relating to prior or current transactions or activities, including litigation that may be disclosed from time to time in the company's SEC filings.

Additionally, with respect to Protiviti, other risks and uncertainties include the fact that future success will depend on its ability to retain employees and attract clients; there can be no assurance that there will be ongoing demand for Sarbanes-Oxley or other regulatory compliance services; failure to produce projected revenues could adversely affect financial results; and there is the possibility of involvement in litigation relating to prior or current transactions or activities.

Because long-term contracts are not a significant part of the company's business, future results cannot be reliably predicted by considering past trends or extrapolating past results. The company undertakes no obligation to update information contained in this release.

A copy of this release is available at www.rhi.com.

ATTACHED: Summary of Operations
 Supplemental Financial Information

ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES

SUMMARY OF OPERATIONS

(in thousands, except per share amounts)

	Quarter Ended December 31,		Year Ended December 31,	
	2005	2004	2005	2004
	(Unaudited)		(Unaudited)	
Net service revenues	\$884,765	\$754,197	\$3,338,439	\$2,675,696
Direct costs of services	517,841	450,889	1,965,390	1,619,394
Gross margin	366,924	303,308	1,373,049	1,056,302
Selling, general and administrative expenses	263,657	222,119	991,488	824,382
Amortization of intangible assets	94	99	335	1,025
Interest income	(3,800)	(1,265)	(10,948)	(3,770)
Income before income taxes	106,973	82,355	392,174	234,665
Provision for income taxes	42,364	32,688	154,304	94,061
Net income	\$ 64,609	\$ 49,667	\$ 237,870	\$ 140,604
Diluted net income per share	\$.37	\$.28	\$ 1.36	\$.79
Shares:				
Basic	166,965	169,828	167,664	169,742
Diluted	174,625	176,769	175,039	176,866

ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES
SUPPLEMENTAL FINANCIAL INFORMATION
(in thousands)

	<u>Quarter Ended December 31,</u>		<u>Year Ended December 31,</u>	
	<u>2005</u>	<u>2004</u>	<u>2005</u>	<u>2004</u>
	(Unaudited)		(Unaudited)	
REVENUES:				
Accountemps	\$324,387	\$265,125	\$1,230,247	\$ 993,391
OfficeTeam	179,103	153,600	679,698	579,753
Robert Half Technology	81,534	70,230	302,225	265,561
Robert Half Management Resources	111,062	103,366	428,041	348,763
Robert Half Finance & Accounting	60,551	36,947	219,234	135,882
Protiviti	128,128	124,929	478,994	352,346
Total	<u>\$884,765</u>	<u>\$754,197</u>	<u>\$3,338,439</u>	<u>\$2,675,696</u>
GROSS MARGIN:				
Temporary and consultant staffing	\$257,923	\$216,701	\$ 963,333	\$ 787,077
Permanent placement staffing	60,551	36,947	219,234	135,882
Risk consulting and internal audit services	48,450	49,660	190,482	133,343
Total	<u>\$366,924</u>	<u>\$303,308</u>	<u>\$1,373,049</u>	<u>\$1,056,302</u>
OPERATING INCOME:				
Temporary and consultant staffing	\$ 72,635	\$ 49,257	\$ 250,161	\$ 151,855
Permanent placement staffing	10,303	4,310	44,602	16,919
Risk consulting and internal audit services	20,329	27,622	86,798	63,146
Total	<u>\$103,267</u>	<u>\$ 81,189</u>	<u>\$ 381,561</u>	<u>\$ 231,920</u>
SELECTED CASH FLOW INFORMATION:				
Amortization of intangible assets	\$ 94	\$ 99	\$ 335	\$ 1,025
Depreciation expense	\$ 13,555	\$ 11,693	\$ 50,994	\$ 48,947
Capital expenditures	\$ 20,745	\$ 9,765	\$ 61,751	\$ 32,867
Open market repurchases of common stock (shares)	914	497	7,645	2,670

ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES
SUPPLEMENTAL FINANCIAL INFORMATION
(in thousands)

	December 31,	
	2005	2004
	(Unaudited)	
SELECTED BALANCE SHEET INFORMATION:		
Cash and cash equivalents	\$ 458,358	\$ 345,283
Marketable securities	\$ —	\$ 91,526
Accounts receivable, less allowances	\$ 451,260	\$ 391,641
Total assets	\$1,318,686	\$1,198,657
Current liabilities	\$ 336,701	\$ 279,007
Notes payable and other indebtedness, less current portion	\$ 2,698	\$ 2,266
Total stockholders' equity	\$ 970,873	\$ 911,870