

KFORCE INC  
Form 4  
August 18, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
DUNKEL DAVID L

(Last) (First) (Middle)  
1001 EAST PALM AVENUE  
(Street)

TAMPA, FL 33605

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
KFORCE INC [kfrc]

3. Date of Earliest Transaction (Month/Day/Year)  
08/15/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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                    | 08/15/2008                           |  | M                              |   | 13,665  | A  | \$ 7.25   |
|                                 |                                      |  |                                |   | 183,401   |  | (1)   |
| Common Stock                    | 08/15/2008                           |  | F(2)                           |   | 3,565   | D  | \$ 11.1   |
|                                 |                                      |  |                                |   | 179,836   |  | (1)   |
| Common Stock                    | 08/15/2008                           |  | S(3)                           |   | 10,100  | D  | \$ 11.1   |
|                                 |                                      |  |                                |   | 169,736   |  | (1)   |
| Common Stock                    | 08/18/2008                           |  | M                              |   | 47,277  | A  | \$ 7.25   |
|                                 |                                      |  |                                |   | 217,013   |  | (1)   |
| Common Stock                    | 08/18/2008                           |  | F(4)                           |   | 12,256  | D  | \$ 11.08  |
|                                 |                                      |  |                                |   | 204,757   |  | (1)   |

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| Common Stock | 08/18/2008 | S <sup>(3)</sup> | 35,021 | D | \$<br>11.08<br><u>(3)</u> | 169,736 <sup>(1)</sup> | D |                                    |
|--------------|------------|------------------|--------|---|---------------------------|------------------------|---|------------------------------------|
| Common Stock |            |                  |        |   |                           | 1,815,895              | I | By Revocable Trust <sup>(5)</sup>  |
| Common Stock |            |                  |        |   |                           | 149,176                | I | By Receptacle Trust <sup>(6)</sup> |
| Common Stock |            |                  |        |   |                           | 530                    | I | Custodian for Son                  |
| Common Stock |            |                  |        |   |                           | 530                    | I | Custodian for Son                  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options (right to buy)                     | \$ 7.25  | 08/15/2008                           |  | M                              | 13,665  | <u>(7)</u> 09/01/2009                                    | Common Stock  | 13,665                        |
| Options (right to buy)                     | \$ 7.25  | 08/18/2008                           |  | M                              | 47,277  | <u>(7)</u> 09/01/2009                                    | Common Stock  | 47,277                        |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                         |       |
|--------------------------------|---------------|-----------|-------------------------|-------|
|                                | Director      | 10% Owner | Officer                 | Other |
|                                | X             |           | Chief Executive Officer |       |

DUNKEL DAVID L  
1001 EAST PALM AVENUE  
TAMPA, FL 33605

## Signatures

Michael R. Hurley, Attorney-in-Fact for David L.  
Dunkel

08/18/2008

\*\*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) Includes 169,736 shares of restricted stock.

(2) Shares were repurchased by the issuer to cover the withholding taxes on the exercise of options to acquire 13,665 shares.

(3) This transaction was executed in multiple trades at prices ranging from \$11.05 to \$11.10. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

(4) Shares were repurchased by the issuer to cover the withholding taxes on the exercise of options to acquire 47,277 shares.

(5) Shares are held by the David L. Dunkel Amended and Restated Revocable Living Trust, dated 10/3/2003.

(6) Shares are held by the Dunkel Family Receptacle Trust, dated 10/3/2003.

(7) The original 400,000 options vested as follows: 20% on 9/2/2000; 30% on 9/2/2001; and 50% on 9/2/2002.

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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