

KFORCE INC

Form 4

September 12, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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2005  
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(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 [kfr]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/10/2008

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 09/10/2008                              |                                                             | M                                       | 65,351 A                                                                | \$<br>7.25 235,087 <sup>(1)</sup>                                                                                  | D                                                                    |                                                                   |
| Common<br>Stock                       | 09/10/2008                              |                                                             | F <sup>(2)</sup>                        | 18,151 D                                                                | \$<br>11.3 216,936 <sup>(1)</sup>                                                                                  | D                                                                    |                                                                   |
| Common<br>Stock                       | 09/10/2008                              |                                                             | S                                       | 47,200 <sup>(3)</sup> D                                                 | \$<br>11.3 <sup>(3)</sup> 169,736 <sup>(1)</sup>                                                                   | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 1,815,895                                                                                                          | I                                                                    | By<br>Revocable<br>Trust <sup>(4)</sup>                           |
|                                       |                                         |                                                             |                                         |                                                                         | 149,176                                                                                                            | I                                                                    |                                                                   |

# Edgar Filing: KFORCE INC - Form 4

Common  
Stock

By:  
Receptacle  
Trust <sup>(5)</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.

**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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. D<br>S<br>(I |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Options<br>(right to<br>buy)                        | \$ 7.25                                                               | 09/10/2008                              |                                                             | M                                       |                                                                                                              | 65,351                                                         |     | <u>(6)</u>                                                          | 09/01/2009         | Common<br>Stock | 65,351                              |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships                    |
|------------------------------------------------------------|----------------------------------|
|                                                            | Director 10% Owner Officer Other |
| DUNKEL DAVID L<br>1001 EAST PALM AVENUE<br>TAMPA, FL 33605 | X Chief Executive Officer        |

## Signatures

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

09/12/2008

                     \*\*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 65,351 shares.

(3) This transaction was executed in multiple trades at prices ranging from \$11.2975 to \$11.3049. 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 are held by the David L. Dunkel Amended and Restated Revocable Living Trust, dated 10/3/2003.

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

(6) The original 400,000 options vested as follows: 80,000 shares on 9/2/2000; 120,000 shares on 9/2/2001; and 200,000 shares 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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