

KFORCE INC  
Form 4  
January 06, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
**BLACKMAN MICHAEL R**

(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)  
01/02/2014

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 Corporate Dev. 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 Ownership (Instr. 4) |                       |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------------------|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |                       |   |
| Common Stock                    | 12/16/2013                           |  | J <sup>(1)</sup>               | V   | 82 <sup>(2)</sup>   | A  | \$ 0                              | 35,579 <sup>(3)</sup> | D |
| Common Stock                    | 01/02/2014                           |  | F <sup>(4)</sup>               |   | 720   | D  | \$ 20.12                          | 34,859 <sup>(5)</sup> | D |
| Common Stock                    | 01/02/2014                           |  | A                              |   | 7,952 <sup>(6)</sup>  | A  | \$ 0                              | 42,811 <sup>(7)</sup> | D |

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

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number.

**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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships  |
|--|--|
| BLACKMAN MICHAEL R<br>1001 EAST PALM AVENUE<br>TAMPA, FL 33605 | Director 10% Owner Officer<br>Chief Corporate Dev. Officer |

## Signatures

Sara R. Nichols, Attorney-in-Fact for Michael Blackman  
01/06/2014  
\*\*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) The transaction is disclosing a dividend that is exempt from reporting under Rule 16a.  
 On December 4, 2013, the issuer declared a dividend, payable to all holders of record of common stock on December 16, 2013 (the "Dividend"). In accordance with the terms of the January 2, 2013 and October 14, 2013 Restricted Stock Agreements, 82 additional shares of restricted stock were received by the reporting person in connection with the Dividend. The additional shares of restricted stock will vest as follows: (i) 54 shares will vest at a rate of 20% annually beginning on January 2, 2014; (ii) 14 shares will vest at a rate of 20% annually beginning on October 14, 2019; and (iii) 14 shares will vest at a rate of 20% annually beginning on October 14, 2019, but shall immediately vest if the market price of the issuer's common stock exceeds \$35.00 per share for a period of 10 trading days, which need not be consecutive.
  - (2) Shares were withheld by the issuer solely to cover the minimum income tax withholding requirements associated with the vesting of 2,205 shares of restricted stock.
  - (3) Represents 16,624 shares of restricted stock.
  - (4) Represents 14,419 shares of restricted stock.

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(6) Represents 7,952 shares of restricted stock that will vest at a rate of 20% annually beginning on January 2, 2015.

(7) Represents 22,371 shares of restricted stock.

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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