

WHEELER KATHLEEN T  
Form SC 13G/A  
February 17, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**SCHEDULE 13G**

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2)

**Kforce Inc.**

---

(Name of Issuer)

Common Stock, par value \$.01

---

(Title of Class of Securities)

493732 10 1

---

(CUSIP Number)

December 31, 2003

---

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

CUSIP No. 493732 101 1

Page 2 of 3

	NAME OF REPORTING PERSON  Richard M. Cocchiaro	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  U.S.A.	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  1,665,626
	6	SHARED VOTING POWER  154,443
	7	SOLE DISPOSITIVE POWER  1,665,626
	8	SHARED DISPOSITIVE POWER  115,243
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,820,069	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*  <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  5.9%	
12	TYPE OF REPORTING PERSON*  IN	

--	--	--	--

**\*SEE INSTRUCTIONS BEFORE FILLING OUT.**

--	--	--	--

CUSIP No. 493732 101 1

Page 3 of 3

This Amendment No. 2 to Schedule 13G, is being filed on behalf of Richard M. Cocchiaro relating to the common stock \$.01 par value (the "Common Stock") of Kforce Inc., a Florida corporation (the "Issuer"). The terms defined in the original Schedule 13G, shall have the same meaning when used herein. This Amendment is being filed pursuant to Rule 13d-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended. Only those items reported herein are amended. All other items remain unchanged.

**Item 4. Ownership**

(a) Amount Beneficially Owned (describe): Of the 1,820,069 shares reported pursuant to this Schedule 13G; 73,163 shares are currently held by the Cocchiaro Family Foundation; 39,200 shares are held by Mr. Cocchiaro's mother; 19,000 shares are held by Mr. Cocchiaro's spouse; 23,080 shares are held in custody for his children; 29,837 shares are subject to options exercisable within 60 days of December 31, 2003; and 1,635,789 shares are held directly by Mr. Cocchiaro (including 12,737 shares received under the Issuer's employee stock purchase plan).

(b) Percent of Class: 5.9 %, based on the 30,730,221 outstanding shares reported on the most recently filed Form 10-Q for the quarter ending September 30, 2003, along with Mr. Cocchiaro's exercisable options.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote: 1,665,626
- (ii) Shared power to vote or to direct the vote: 154,443
- (iii) Sole power to dispose or to direct the disposition of: 1,665,626
- (iv) Shared power to dispose or to direct the disposition of: 115,243

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 17, 2004

/s/Richard M. Cocchiaro

\_\_\_\_\_  
Richard M. Cocchiaro