

DUNKEL DAVID L
Form 4
January 13, 2005

FORM 4

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

OMB APPROVAL

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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)
01/11/2005

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 01/11/2005 | | M | V 35,088 A \$ 2.85 | 253,584 ⁽¹⁾ | D | |
| Common Stock | | | | | 179,115 | I | FLIT Trust ⁽²⁾ |
| Common Stock | | | | | 1,443,979 | I | 2003 GRAT ⁽³⁾ |
| Common Stock | | | | | 156,021 | I | 2004 GRAT ⁽⁴⁾ |
| Common Stock | | | | | 530 | I | Custodian for Daughter |

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| | | | |
|--------------|-----|---|-------------------|
| Common Stock | 410 | I | Custodian for Son |
| Common Stock | 320 | 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (right to buy) | \$ 2.85 | 01/11/2005 | | M | 35,088 | ⁽⁵⁾ 01/06/2013 | Common Stock | 35,088 |

Reporting Owners

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

Signatures

Michael R. Hurley, attorney-in-fact for David L Dunkel
Date: 01/13/2005

__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)

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Shares include 38,330 shares of restricted stock that will vest on January 1, 2006 and 98,166 shares of restricted stock that will vest on December 21, 2006.

- (2) Shares are held in the David L. Dunkel Florida Intangible Tax Trust.
- (3) Shares are held by the David L. Dunkel 2003 Grantor Retained Annuity Trust, dated 10/3/2003.
- (4) Shares are held by the David L. Dunkel 2004 Grantor Retained Annuity Trust, dated 4/13/2004.
- (5) On 9/9/2004 the Board of Directors of the Issuer accelerated the vesting of the options, as a result the options vested as follows: 63,334 on 1/6/2004 and 126,666 on 9/9/2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.