

KFORCE INC

Form 4

September 22, 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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(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)
09/19/2008

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)
Common Stock	09/19/2008		M	122,232 A	\$ 7.25 291,968 ⁽¹⁾	D	
Common Stock	09/19/2008		F ⁽²⁾	32,232 D	\$ 11.1325 259,736 ⁽¹⁾	D	
Common Stock	09/19/2008		S	90,000 ⁽³⁾ D	\$ 11.1325 169,736 ⁽¹⁾	D	
Common Stock	09/22/2008		M	7,271 A	\$ 7.25 177,007 ⁽¹⁾	D	
Common Stock	09/22/2008		F ⁽⁴⁾	2,085 D	\$ 11.415 174,922 ⁽¹⁾	D	

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Common Stock	09/22/2008	S	5,186 ⁽⁵⁾	D	\$ 11.415 ⁽⁵⁾	169,736 ⁽¹⁾	D	
Common Stock						1,815,895	I	By Revocable Trust ⁽⁶⁾
Common Stock						149,176	I	By Receptacle Trust ⁽⁷⁾
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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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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options (right to buy)	\$ 7.25	09/19/2008		M	122,232	⁽⁸⁾ 09/01/2009	Common Stock 122,232
Options (right to buy)	\$ 7.25	09/22/2008		M	7,271	⁽⁸⁾ 09/01/2009	Common Stock 7,271

Reporting Owners

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

Signatures

Judy M. Genshino-Kelly, Attorney-in-Fact for David L.
Dunkel

09/22/2008

__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) Includes shares repurchased by the issuer to cover the withholding taxes on the exercise of options to acquire 122,232 shares and shares tendered to the issuer to cover the exercise price of 32,232 options.

This transaction was executed in multiple trades at prices ranging from \$11.0099 to \$11.25. 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.
- (3) Includes shares repurchased by the issuer to cover the withholding taxes on the exercise of options to acquire 7,271 shares and shares tendered to the issuer to cover the exercise price of 2,085 options.

This transaction was executed in multiple trades at prices ranging from \$11.4025 to \$11.50. 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.
- (5) Shares are held by the David L. Dunkel Amended and Restated Revocable Living Trust, dated 10/3/2003.
- (7) Shares are held by the Dunkel Family Receptacle Trust, dated 10/3/2003.
- (8) 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.

Remarks:

EXHIBIT LIST

Exhibit 24 - Power of Attorney

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.