

KFORCE INC
Form 4
May 09, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
SANDERS WILLIAM 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)
05/05/2006

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)
President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/05/2006 | | S ⁽¹⁾ | | 50,000 | D | \$ 16.026 |
| Common Stock | 05/05/2006 | | S ⁽¹⁾ | | 30,000 | D | \$ 15.9 |
| Common Stock | 05/08/2006 | | M | | 41,379 | A | \$ 7.25 |
| Common Stock | 05/08/2006 | | M | | 7,441 | A | \$ 13.438 |
| Common Stock | 05/08/2006 | | M | | 18,867 | A | \$ 5.3 |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|----------|------------------------|---|
| Common Stock | 05/08/2006 | M | 9,132 | A | \$ 10.95 | 449,593 ⁽²⁾ | D |
| Common Stock | 05/08/2006 | S ⁽¹⁾ | 40,000 | D | \$ 16 | 409,593 ⁽²⁾ | D |
| Common Stock | 05/09/2006 | S ⁽¹⁾ | 53,000 | D | \$ 15.72 | 356,593 ⁽²⁾ | D |

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------------|---|----------------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options (right to buy) | \$ 7.25 | 05/08/2006 | | M | | 41,379 | ⁽³⁾ | 09/02/2009 | Common | 41,379 |
| Options (right to buy) | \$ 13.438 | 05/08/2006 | | M | | 7,441 | ⁽⁴⁾ | 01/01/2010 | Common | 7,441 |
| Options (right to buy) | \$ 5.3 | 05/08/2006 | | M | | 18,867 | ⁽⁵⁾ | 01/17/2012 | Common | 18,867 |
| Options (right to buy) | \$ 10.95 | 05/08/2006 | | M | | 9,132 | | 06/30/2005 12/22/2014 | Common | 9,132 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| SANDERS WILLIAM L 1001 EAST PALM AVENUE | | | President | |

TAMPA, FL 33605

Signatures

Michael R. Hurley, attorney-in-fact for William L.
Sanders

05/09/2006

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 5, 2006.
- (2) Shares include 58,558 shares of restricted stock that will vest on December 21, 2006.
- (3) Options vested as follows: 20% on September 2, 2000; 30% on September 2, 2001; and 50% on September 2, 2002.
- (4) Options vested as follows: 20% on December 3, 2001; 30% on December 3, 2002; and 50% on December 3, 2003.
- (5) The options vested as follows: 20% on January 17, 2003 and 80% on September 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.