

DUNKEL DAVID L
Form 4
December 08, 2009

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

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 *
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)
12/04/2009

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/04/2009 | | M | | 50,000 A \$ 13.438 | 145,570 ⁽¹⁾ | D |
| Common Stock | 12/04/2009 | | S ⁽²⁾ | | 50,000 D \$ 13.776 | 95,570 ⁽¹⁾ | D |
| Common Stock | 12/07/2009 | | M | | 125,000 A \$ 13.438 | 220,570 ⁽¹⁾ | D |
| Common Stock | 12/07/2009 | | S ⁽³⁾ | | 125,000 D \$ 14.033 | 95,570 ⁽¹⁾ | D |
| Common Stock | | | | | | 577,498 | I |

By:
Revocable Trust ⁽⁴⁾

| | | | |
|-----------------|-----------|---|---------------------------------|
| Common Stock | 1,500,000 | I | By: 2009 GRAT ⁽⁵⁾ |
| Common Stock | 530 | I | By: 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) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|---|--|---|----------------------------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Options (right to buy) | \$ 13.438 | 12/04/2009 | | M | 50,000 | ⁽⁶⁾ | 01/01/2010 | Common Stock | 50,000 |
| Options (right to buy) | \$ 13.438 | 12/07/2009 | | M | 125,000 | ⁽⁶⁾ | 01/01/2010 | Common Stock | 125,000 |

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

12/08/2009

**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).

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- (1) Includes 95,570 shares of restricted stock.

This transaction was executed in multiple trades at prices ranging from \$13.7648 to \$13.7779. 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.

(2)

This transaction was executed in multiple trades at prices ranging from \$14.00 to \$14.20. 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)

- (4) Shares are held by the David L. Dunkel Amended and Restated Revocable Living Trust, dated 10/3/2003.

- (5) Shares are held by the David L. Dunkel 2009 Grantor Retained Annuity Trust, dated 6/5/2009.

- (6) The options vested as follows: 40,000 on 1/1/2001; 60,000 on 1/1/2002, and 92,559 on 1/1/2003.

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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