

TUNSTALL GORDON
Form 4
March 10, 2010

FORM 4

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

OMB APPROVAL

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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 *
TUNSTALL GORDON

2. Issuer Name and Ticker or Trading Symbol
KFORCE INC [kfrc]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1001 EAST PALM AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

TAMPA, FL 33605
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 | 03/09/2010 | | M | 5,000 A | \$ 11.438 10,000 ⁽¹⁾ | D | |
| Common Stock | 03/09/2010 | | M | 5,000 A | \$ 8.96 15,000 ⁽¹⁾ | D | |
| Common Stock | 03/09/2010 | | M | 5,000 A | \$ 12.6 20,000 ⁽¹⁾ | D | |
| Common Stock | 03/09/2010 | | M | 5,000 A | \$ 9.13 25,000 ⁽¹⁾ | D | |
| Common Stock | 03/09/2010 | | S | 20,000 D | \$ 14.719 5,000 ⁽¹⁾ | D | |

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options (right to buy) | \$ 11.438 | 03/09/2010 | | M | 5,000 | 05/05/2001 05/05/2010 | Common | 5,000 |
| Options (right to buy) | \$ 8.96 | 03/09/2010 | | M | 5,000 | 12/15/2004 06/15/2014 | Common | 5,000 |
| Options (right to buy) | \$ 12.6 | 03/09/2010 | | M | 5,000 | 12/31/2008 07/28/2016 | Common | 5,000 |
| Options (right to buy) | \$ 9.13 | 03/09/2010 | | M | 5,000 | 07/25/2009 07/25/2018 | Common | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TUNSTALL GORDON 1001 EAST PALM AVENUE TAMPA, FL 33605 | | X | | |

Signatures

Jeffrey B. Hackman, Attorney-in-Fact for Gordon Tunstall 03/10/2010

__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 5,000 shares of restricted stock.

This transaction was executed in multiple trades at prices ranging from \$14.717 to \$14.742. 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

(2) 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.

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.