

LIBERATORE JOSEPH J
Form 4
January 13, 2011

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 *
LIBERATORE JOSEPH J

(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)
01/12/2011

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 Financial 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/12/2011		M		43,400 A \$ 9.35	596,541 ⁽¹⁾	D
Common Stock	01/12/2011		M		56,597 A \$ 10.95	653,138 ⁽¹⁾	D
Common Stock	01/12/2011		M		52,549 A \$ 12.66	705,687 ⁽¹⁾	D
Common Stock	01/12/2011		M		88,829 A \$ 8.94	794,516 ⁽¹⁾	D
Common Stock	01/12/2011		F ⁽²⁾		173,861 D \$ 17.99	620,655 ⁽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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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Options (right to buy)	\$ 9.35	01/12/2011		M	43,400	12/30/2004 01/01/2014	Common Stock	43,400
Options(right to buy)	\$ 10.95	01/12/2011		M	56,597	06/30/2005 12/21/2014	Common Stock	56,597
Stock Appreciation Rights	\$ 12.66	01/12/2011		M	52,549	01/03/2010 01/03/2017	Common Stock	52,549
Stock Appreciation Rights	\$ 8.94	01/12/2011		M	88,829	06/30/2008 01/02/2018	Common Stock	88,829

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIBERATORE JOSEPH J 1001 EAST PALM AVENUE TAMPA, FL 33605			Chief Financial Officer	

Signatures

Jeffrey B. Hackman, Attorney-in-Fact for Joseph Liberatore 01/13/2011

**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 459,731 shares of restricted stock.

(2) Shares were withheld by the issuer to cover the cost and the minimum income tax withholding requirements associated with the exercise of 99,997 options and 141,378 stock appreciation rights.

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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