

KFORCE INC
Form 4
May 12, 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

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 [kfrc]

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2006

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)

Chief Executive Office

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 | (A) or (D) | | | | Price |
| Common Stock | 05/10/2006 | | G | V | 6,350 | D | \$ 0 | 172,883 | I | Revocable Trust ⁽¹⁾ |
| Common Stock | 05/10/2006 | | G | V | 650 | D | \$ 0 | 172,233 | I | Revocable Trust ⁽¹⁾ |
| Common Stock | 05/10/2006 | | M | | 49,458 | A | \$ 3.4925 | 147,624 ⁽²⁾ | D | |
| Common Stock | 05/10/2006 | | F | | 8,437 | D | \$ 15.705 | 139,187 ⁽²⁾ | D | |
| Common Stock | 05/10/2006 | | J ⁽³⁾ | V | 41,021 | D | \$ 0 | 98,166 ⁽²⁾ | D | |

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| | | | | | | | | | |
|--------------|------------|------------------|---|--------|---|-----------|------------------------|---|---------------------------------|
| Common Stock | 05/10/2006 | J ⁽³⁾ | V | 41,021 | A | \$ 0 | 213,254 | I | Revocable Trust ⁽¹⁾ |
| Common Stock | 05/10/2006 | S ⁽⁴⁾ | | 41,021 | D | \$ 15.705 | 172,233 | I | Revocable Trust ⁽¹⁾ |
| Common Stock | 05/11/2006 | M | | 15,677 | A | \$ 3.4925 | 113,843 ⁽²⁾ | D | |
| Common Stock | 05/11/2006 | F | | 2,677 | D | \$ 15.774 | 111,166 ⁽²⁾ | D | |
| Common Stock | 05/11/2006 | J ⁽³⁾ | | 13,000 | D | \$ 0 | 98,166 ⁽²⁾ | D | |
| Common Stock | 05/11/2006 | J ⁽³⁾ | | 13,000 | A | \$ 0 | 185,233 | I | Revocable Trust ⁽¹⁾ |
| Common Stock | 05/11/2006 | S ⁽⁴⁾ | | 13,000 | D | \$ 15.774 | 172,233 | I | Revocable Trust ⁽¹⁾ |
| Common Stock | | | | | | | 165,863 | I | 2005 GRAT ⁽⁵⁾ |
| Common Stock | | | | | | | 1,200,000 | I | 2006 GRAT ⁽⁶⁾ |
| Common Stock | | | | | | | 324,555 | I | Receptacle Trust ⁽⁷⁾ |
| Common Stock | | | | | | | 530 | I | Custodian for Daughter |
| Common Stock | | | | | | | 410 | I | Custodian for Son |
| Common Stock | | | | | | | 320 | 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) | 8. D S (1) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------|

| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------|-----------|------------|------|---|-----|-----|------------------|-----------------|--------|----------------------------|
| Options (right to buy) | \$ 3.4925 | 05/10/2006 | M | | | | (8) | 01/26/2011 | Common | 49,458 |
| Options (right to buy) | \$ 3.4925 | 05/11/2006 | M | | | | (8) | 01/26/2011 | Common | 15,677 |

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 Office | |

Signatures

Michael R. Hurley, Attorney-in-Fact for David L. Dunkel
05/12/2006

**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) Shares are held by the David L. Dunkel Amended and Restated Revocable Living Trust, dated 10/3/2003.
- (2) Shares include 98,166 shares of restricted stock that will vest on December 21, 2006.
- (3) The transactions are disclosing a change in the form of beneficial ownership that is exempt from reporting under Rule 16a-13. The underlying beneficial ownership of the securities has not changed.
- (4) 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.
- (5) Shares are held by the David L. Dunkel 2005 Grantor Retained Annuity Trust, dated 4/7/2005.
- (6) Shares are held by the David L. Dunkel 2006 Grantor Retained Annuity Trust, dated 4/14/2006.
- (7) Shares are held by the Dunkel Family Receptacle Trust, dated 10/3/2003.
- (8) The options vested as follows: 1/3 on 1/26/2002; 1/3 on 1/26/2003; and 1/3 on 1/26/2004.

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