KFORCE INC Form 4 May 18, 2006

FORM 4

Check this box

if no longer

Section 16.

subject to

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

OMB APPROVAL OMB

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Form filed by More than One Reporting

Person

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DUNKEL DAVID L Issuer Symbol KFORCE INC [kfrc] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X_ Director 10% Owner X_ Officer (give title _ Other (specify 1001 EAST PALM AVENUE 05/16/2006 below) Chief Executive Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

TAMPA, FL 33605

(City)	(State)	(Zip) 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. Transactio Code (Instr. 8)				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	05/16/2006		Code V M	Amount 131,749	(D)	Price \$ 3.4925	229,915 (2)	D		
Common Stock	05/16/2006		F	11,741	D	\$ 15.785	218,174 (2)	D		
Common Stock	05/16/2006		F	3,930	D	\$ 16	214,244 (2)	D		
Common Stock	05/16/2006		F	6,855	D	\$ 15.9	207,389 (2)	D		
Common Stock	05/16/2006		J(3) V	109,223	D	\$ 0	98,166 <u>(2)</u>	D		

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Common Stock	05/16/2006	J <u>(3)</u>	V	109,223	A	\$0	281,456	I	Revocable Trust (1)
Common Stock	05/16/2006	S(4)		57,000	D	\$ 15.785	224,456	I	Revocable Trust (1)
Common Stock	05/16/2006	S(4)		19,009	D	\$ 16	205,447	I	Revocable Trust (1)
Common Stock	05/16/2006	S(4)		33,214	D	\$ 15.9	172,233	I	Revocable Trust (1)
Common Stock	05/17/2006	M		5,089	A	\$ 3.4925	103,255 (2)	D	
Common Stock	05/17/2006	F		872	D	\$ 15.981	102,383 (2)	D	
Common Stock	05/17/2006	J <u>(3)</u>	V	4,217	D	\$0	98,166 (2)	D	
Common Stock	05/17/2006	J <u>(3)</u>	V	4,217	A	\$0	176,450	I	Revocable Trust (1)
Common Stock	05/17/2006	S(4)		4,217	D	\$ 15.981	172,233	I	Revocable Trust (1)
Common Stock	05/18/2006	M		60,351	A	\$ 5.3	158,517 (2)	D	
Common Stock	05/18/2006	F		60,351	D	\$ 15.92	98,166 (2)	D	
Common Stock							165,863	I	2005 GRAT <u>(5)</u>
Common Stock							1,200,000	I	2006 GRAT <u>(6)</u>
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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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 or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy)	\$ 3.4925	05/16/2006		M	131,749	<u>(8)</u>	01/26/2011	Common	131,749
Options (right to buy)	\$ 3.4925	05/17/2006		M	5,089	<u>(8)</u>	01/26/2011	Common	5,089
Options (right to buy)	\$ 5.3	05/18/2006		M	60,351	<u>(9)</u>	01/17/2012	Common	60,351

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
DUNKEL DAVID L								
1001 EAST PALM AVENUE	X		Chief Executive Officer					
TAMPA FL 33605								

Signatures

William Sanders, Attorney-in-Fact for David L.

Dunkel

05/18/2006

**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.

Reporting Owners 3

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- (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.
- (9) The options vested as follows: 20% on 1/17/2003, 30% on 1/17/2004, and 50% on 9/9/2004.

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.