

KFORCE INC  
Form 4  
August 06, 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 \*  
FURLONG MARK F

(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)  
08/05/2009

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)

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	08/05/2009		M		9,700 A \$ 5.32	31,800 <sup>(1)</sup>	D
Common Stock	08/05/2009		M		10,155 A \$ 5.82	41,955 <sup>(1)</sup>	D
Common Stock	08/05/2009		M		5,000 A \$ 4.365	46,955 <sup>(1)</sup>	D
Common Stock	08/05/2009		F <sup>(2)</sup>		11,951 D \$ 11.09	35,004 <sup>(1)</sup>	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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
Options (right to buy)	\$ 5.32	08/05/2009		M	9,700	<u>(3)</u> 08/27/2011	Common	9,700
Options (right to buy)	\$ 5.82	08/05/2009		M	10,155	<u>(4)</u> 06/16/2012	Common	10,155
Options (right to buy)	\$ 4.365	08/05/2009		M	5,000	06/16/2004 06/16/2013	Common	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FURLONG MARK F 1001 EAST PALM AVENUE TAMPA, FL 33605		X		

## Signatures

Judy Genshino-Kelly, Attorney -in-Fact for Mark F. Furlong 08/06/2009

\_\_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).
- (1) Includes 5,000 shares of restricted stock.
- (2) Shares were withheld by the issuer to cover the exercise price of 24,855 options exercised.
- (3) The options were exercisable as follows: 4,700 on August 27, 2001 and 5,000 on August 27, 2002.

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(4) The options were exercisable as follows: 5,155 on June 18, 2002 and 5,000 on June 18, 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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