COCCHIARO RICHARD M

Form 4

August 24, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** COCCHIARO RICHARD M	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	KFORCE INC [kfrc]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
1001 EAST PALM AVENUE	(Month/Day/Year) 08/22/2012	X Director 10% OwnerX Officer (give title Other (specify below) Vice Chairman			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
TAMPA, FL 33605	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acq	uired, Disposed o	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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	08/22/2012		S	17,853	D	\$ 12.51	16,992	I	By: Mother
Common Stock	08/23/2012		S	300	D	\$ 12.5	16,692	I	By: Mother
Common Stock							1,659,021 (2)	D	
Common Stock							19,000	I	By: Spouse
Common Stock							1,540	I	By: Son

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COmmon Stock	3,035	I	By: Son
Common Stock	55,463	I	By: Cocchiaro Family Foundation
Reminder: Report on a separate line for each class of securities beneficially owned directly	or indirectly.		

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SEC 1474 (9-02)

> 9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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. Transacti Code (Instr. 8)	5. dorNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
COCCHIARO RICHARD M 1001 EAST PALM AVENUE TAMPA, FL 33605	X		Vice Chairman				

Signatures

Jeffrey B. Hackman, Attorney-in-Fact for Richard 08/24/2012 Cocchiaro

> **Signature of Reporting Person Date

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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) Mr. Cocchiaro disclaims beneficial ownership of these shares.
- (2) Includes 2,599 shares held in the issuer's Employee Stock Purchase Plan.

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.