KFORCE INC Form 4

February 27, 2015

FORM 4

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

OMB Number: 3235-0287

burden hours per

response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Section 16.
Form 4 or
Form 5
obligations
may continue.

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

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See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * COCCHIARO RICHARD M			suer Name a ol	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)		RCE INC e of Earliest	[KFRC] Transaction	(Chec	ck all applicab	le)
1001 EAS	T PALM AVENU		h/Day/Year) 5/2015)	X Director X Officer (give below)		% Owner her (specify
	(Street)	4. If A	mendment,	Date Original	6. Individual or Jo	oint/Group Fil	ing(Check
TAMPA,	FL 33605	Filed(1	Month/Day/Y	ear)	Applicable Line) _X_ Form filed by 0 Form filed by N Person		
(City)	(State)	(Zip) T	able I - Nor	n-Derivative Securities Acq	uired, Disposed o	f, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securities Acquired (A) oner Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)

	Tuble 1 Tront Detrivative Securities required, Disposed on, of Denementary 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) DOTO Disposed of (D) (Instr. 3, 4 and 5) (A)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 4) (Instr. 3 and 4)	(msu. 4)	
Common Stock	02/25/2015		S(1)	273,750	D	\$ 23.524 (2)	458,733 (3)	D	
Common Stock	02/25/2015		S(1)	14,250	D	\$ 24.096 (4)	0	I	by Spouse
Common Stock	02/25/2015		S <u>(1)</u>	12,000	D	\$ 23.555 (5)	5,463 (6)	I	By: Cocchiaro Family Foundation

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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 Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amount of I	Derivative Security
1	Security
Security or Exercise any Code of (Month/Day/Year) Underlying S	occurry
(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Securities ((Instr. 5)
Derivative Securities (Instr. 3 and 4)	
Security Acquired	
(A) or	
Disposed	
of (D)	
(Instr. 3,	
4, and 5)	
Amount	
Amount	
Date Expiration or Title Number	
Exercisable Date Title Number of	
Code V (A) (D) Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

COCCHIARO RICHARD M 1001 EAST PALM AVENUE TAMPA, FL 33605

X

Vice Chairman

Signatures

Sara R. Nichols, Attorney-in-Fact for Richard M Cocchiaro

02/27/2015

**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).
- The sales reported in this Form 4 were affected pursuant to a 10b5-1 trading plan adopted by the reporting person on December 31, 2014, as amended on February 19, 2015.
- This transaction was executed in multiple trades at prices ranging from \$23.50 to \$24.04. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- Includes 4,696 shares held in the issuer's Employee Stock Purchase Plan. The number of shares of common stock reported by Mr. (3) Cocchiaro following the reported sale transaction reflects the correction of an inadvertent reporting error on the reporting person's previous Form 4 filed on January 2, 2015.

Reporting Owners 2

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- This transaction was executed in multiple trades at prices ranging from \$23.99 to \$24.275. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- This transaction was executed in multiple trades at prices ranging from \$23.49 to \$23.73. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- (6) The number of shares of common stock reported by the Cocchiaro Family Foundation following the reported sale transaction reflects the correction of an inadvertent reporting error on the reporting person's previous Form 4 filed on January 2, 2015.
- (7) Mr. Cocchiaro disclaims beneficial ownership of these shares.

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.