Edgar Filing: PIERCE KEN W - Form 4

DIEDOE VEN U

Form 4 December 27											
FORM	4 UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								PROVAL 3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	er STATE 5. Filed pu s Section 17	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							Expires: Estimated a burden hou response	Estimated average burden hours per	
(Print or Type R	esponses)										
			2. Issuer Name and Ticker or Trading Symbol KFORCE INC [kfrc]				5	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 12/22/2004					(Check all applicable) <u></u> Director 10% Owner <u></u> Officer (give title Other (specify below) below) Chief Marketing Officer			
				Amendment, Date Original I(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
TAMPA, FL	33605							Form filed by N Person			
(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	on(A) or Dis (D) (Instr. 3, 4 Amount	sposed	of	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	12/22/2004			А	17,606 (1)	А	\$0	95,848 <u>(2)</u>	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 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)

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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. 5. Number of Transactio-Derivative Code Securities (Instr. 8) 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
Stock Options (right to buy)	\$ 10.95	12/22/2004		A	35,212	06/30/2005	12/22/2014	Common Stock	35,212

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PIERCE KEN W 1001 EAST PALM AVENUE TAMPA, FL 33605			Chief Marketing Officer				
Signatures							
Michael R. Hurley, attorney-in-	fact for k	Ken W.					

Pierce 12/27/2004 <u>**</u>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 restricted stock that will vest on December 21, 2006.
- (2) Includes 6,880 shares of restricted stock that will vest on January 1, 2006 and 17,606 shares of restricted stock that will vest on December 21, 2006.

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.