

KFORCE INC
Form 4
May 12, 2006

FORM 4

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

OMB APPROVAL

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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 *
DUNKEL DAVID L

(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)
05/10/2006

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)

Chief Executive Office

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	(A) or (D)				Price
Common Stock	05/10/2006		G	V	6,350	D	\$ 0	172,883	I	Revocable Trust ⁽¹⁾
Common Stock	05/10/2006		G	V	650	D	\$ 0	172,233	I	Revocable Trust ⁽¹⁾
Common Stock	05/10/2006		M		49,458	A	\$ 3.4925	147,624 ⁽²⁾	D	
Common Stock	05/10/2006		F		8,437	D	\$ 15.705	139,187 ⁽²⁾	D	
Common Stock	05/10/2006		J ⁽³⁾	V	41,021	D	\$ 0	98,166 ⁽²⁾	D	

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Common Stock	05/10/2006	J ⁽³⁾	V	41,021	A	\$ 0	213,254	I	Revocable Trust ⁽¹⁾
Common Stock	05/10/2006	S ⁽⁴⁾		41,021	D	\$ 15.705	172,233	I	Revocable Trust ⁽¹⁾
Common Stock	05/11/2006	M		15,677	A	\$ 3.4925	113,843 ⁽²⁾	D	
Common Stock	05/11/2006	F		2,677	D	\$ 15.774	111,166 ⁽²⁾	D	
Common Stock	05/11/2006	J ⁽³⁾		13,000	D	\$ 0	98,166 ⁽²⁾	D	
Common Stock	05/11/2006	J ⁽³⁾		13,000	A	\$ 0	185,233	I	Revocable Trust ⁽¹⁾
Common Stock	05/11/2006	S ⁽⁴⁾		13,000	D	\$ 15.774	172,233	I	Revocable Trust ⁽¹⁾
Common Stock							165,863	I	2005 GRAT ⁽⁵⁾
Common Stock							1,200,000	I	2006 GRAT ⁽⁶⁾
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.

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.

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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 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)	8. D S (1)
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