## Edgar Filing: KFORCE INC - Form 4

| KFORCE INC<br>Form 4   |                                   |  |   |  |                         |   |  |  |   |   |  |
|--|-----------------------------------|--|---|--|-------------------------|---|--|--|---|---|--|
| July 31, 2007  |                                   |  |   |  |                         |   |  |  |   |   |  |
| FORM 4   | 1                                 | ~ ~ ~ ~ ~ ~ ~                              | ~ ~ ~ ~   |  |                         |   | E COMMISSIO  |  | PPROVAL   |   |  |
|  | N OMB<br>Number:                  | 3235-0287                                  | 7   |  |                         |   |  |  |   |   |  |
| Check this box<br>if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5<br>obligations<br>may continue.<br>See Instruction<br>Section 17(a) of the Public Utility Holding Company<br>30(h) of the Investment Company Action |                                   |  |   |  |                         | ities Excha<br>mpany Act  | nge Act of 1934,<br>t of 1935 or Secti   | Estimated<br>burden hou<br>response                                  | irs per   | 5 |  |
| See Instructio 1(b).   | 11                                |  |   |  | I I I                   | <b>)</b>  |  |  |   |   |  |
| (Print or Type Resp  | onses)                            |  |   |  |                         |   |  |  |   |   |  |
| 1. Name and Address of Reporting Person <u>*</u><br>CAREY WILLIAM RUSSELL JR   |                                   |  | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>KFORCE INC [kfrc]                    |  |                         |   | 5. Relationship of Reporting Person(s) to Issuer   |  |   |   |  |
|  |                                   |  |   | -  | -                       |   | (Che   | eck all applicabl  | e)  |   |  |
|  |                                   |  | <ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>07/27/2007</li></ul> |  |                         | X_ Director 10% Owner<br>Officer (give title Other (specify<br>below) below)  |  |  |   |   |  |
| 1  |                                   |  | 4. If Amendment, Date Original Filed(Month/Day/Year)  |  |                         | <ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul> |  |  |   |   |  |
| TAMPA, FL 33   | 3605                              |  |   |  |                         |   | Person   | whole than one R   | eporting  |   |  |
| (City)   | (State)                           | (Zip)                                      | Tab   | ole I - Non-l                                    | Derivativ               | e Securities A  | Acquired, Disposed   | of, or Beneficia   | lly Owned   |   |  |
|  | ransaction Date<br>onth/Day/Year) | 2A. Deemo<br>Execution<br>any<br>(Month/Da | Date, if  | 3.<br>Transactio<br>Code<br>(Instr. 8)<br>Code V | Disposed<br>(Instr. 3,  | l (A) or<br>l of (D)  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |   |  |
| Reminder: Report of  | on a separate line                | e for each cla                             | ass of sec  | urities bene                                     | ficially ov             | uned directly   | or indirectly.   |  |   |   |  |
|  | ·                                 |  |   |  | Perse<br>infor<br>requi | ons who re<br>mation con<br>red to resp<br>ays a curre  | spond to the colle<br>tained in this form<br>ond unless the fo<br>ntly valid OMB co                                | n are not<br>rm  | SEC 1474<br>(9-02)  |   |  |

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

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5. Number       | 6. Date Exercisable and | 7. Title and Amount of | 8. |
|-------------|-------------|---------------------|--------------------|------------|-----------------|-------------------------|------------------------|----|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | onof Derivative | Expiration Date         | Underlying Securities  | D  |
| Security    | or Exercise |                     | any                | Code       | Securities      | (Month/Day/Year)        | (Instr. 3 and 4)       | S  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Acquired        |                         |                        | (I |

|                              | Derivative<br>Security |            |      |   | (A) or<br>Disposed<br>(D)<br>(Instr. 3,<br>and 5) |     |                     |                    |                 |  |
|------------------------------|------------------------|------------|------|---|---|-----|---------------------|--------------------|-----------------|--|
|                              |                        |            | Code | V | (A)   | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Options<br>(right to<br>buy) | \$ 14.45               | 07/27/2007 | A    |   | 5,000   |     | 12/31/2008          | 07/27/2017         | Common<br>Stock | 5,000                                  |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>                                | Relationships |           |         |       |  |  |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|--|--|
|  | Director      | 10% Owner | Officer | Other |  |  |  |  |  |
| CAREY WILLIAM RUSSELL JR<br>1001 EAST PALM AVENUE<br>TAMPA, FL 33605 | Х             |           |         |       |  |  |  |  |  |
| Signatures   |               |           |         |       |  |  |  |  |  |
| Michael R. Hurley Attorney-in-Fact<br>Carey                          | 07            | //31/2007 |         |       |  |  |  |  |  |
| **Signature of Reporting Pers  | 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).

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.