Edgar Filing: SANDERS WILLIAM L - Form 4

| SANDERS W | /ILLIAM L | | | | | | | | | | | |
|-----------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------|-----------------------------------------------------------------------------------------------|---------------------------------------------------------|-------------|------------------------|-----------------------|---------------------------------------------------------------|------------------|--------------------------|--|--|
| Form 4 | | | | | | | | | | | | |
| February 20, 2 | 2008 | | | | | | | | | | | |
| FORM 4 LINITED STATES SECURITIES AND EXCHANCE COMMISSION | | | | | | | | | OMB APPROVAL | | | |
| | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | COMMISSION | OMB Number: | 3235-0287 January 31, | | |
| Check this | | | | | | | | | Expires: | | | |
| if no longe subject to | F CHAN | CHANGES IN BENEFICIAL OWNER | | | | | Estimated a | 2005 average | | | | |
| Section 16 | Section 16. SECURITIES | | | | ITIES | ES | | | | burden hours per | | |
| Form 4 or Form 5 | | | | | | | | | response | 0.5 | | |
| obligation | | | | | | | - | e Act of 1934, | | | | |
| may contin | nue. Section 17 | | of the Inv | • | • | | | f 1935 or Sectio | n | | | |
| See Instruct 1(b). | ction | 50(II) | of the fire | vestment | Company | Act | 01 194 | +0 | | | | |
| (Print or Type R | esponses) | | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> SANDERS WILLIAM L | | | 2. Issuer Name and Ticker or Trading Symbol | | | | 3 | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| | KFORCE INC [kfrc] | | | | | (Check all applicable) | | | | | | |
| (Last) | (First) | First) (Middle) 3. Date of Earliest Transaction | | | | | | 11 | / | | | |
| | | | | (Month/Day/Year) | | | | Director X_ Officer (give | | Owner er (specify | | |
| | | | 02/15/2008 | | | | | below) | ci (speeny | | | |
| | (Street) | | 4 If Amor | dmant Dat | o Original | | | 6 Individual or L | President | or (Chaola | | |
| | | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | | | |
| | | | 1 1100(11101 | | | | | _X_ Form filed by (| | | | |
| TAMPA, FL | 33605 | | | | | | | Form filed by M Person | More than One Re | porting | | |
| (City) | (State) | (Zip) | Table | e I - Non-Do | erivative S | ecurit | ies Acq | uired, Disposed of | f, or Beneficial | ly Owned | | |
| 1.Title of | 2. Transaction Da | med 3. 4. Securities Acquired | | | | | • • • | 6. Ownership Form: Direct | • | | | |
| Security (Instr. 3) | (Month/Day/Yea | any | on Date, ifTransaction(A) or Disposed of CodeCode(D)Day/Year)(Instr. 8)(Instr. 3, 4 and 5) | | | | 01 | Beneficially | (D) or | Beneficial | | |
| ``` | | • | | | | | 5) | Owned | | Ownership | | |
| | | | | | | | Following Reported | (Instr. 4) | | | | |
| | | | | | | (A) | | Transaction(s) | | | | |
| | | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | | | |
| Common | 02/15/2008 | | | A | 53,399 | (D) A | \$ 0 | 362,326 <u>(2)</u> | D | | | |
| Stock | | | | | <u>(1)</u> | | | | | | | |

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. Transactio Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | 7. Titl Amou Under Securi (Instr. | nt of lying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|----------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|-----------------------------------------------|----------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---------------------------------------------------------------|---------------|------------|-----------|------------|--|--|--|--|
| F B | Director | 10% Owner | Officer | Other | | | | |
| SANDERS WILLIAM L 1001 EAST PALM AVENUE TAMPA, FL 33605 | | | President | t | | | | |
| Signatures | | | | | | | | |
| Michael R. Hurley, attorney-in- Sanders | -fact for V | Villiam L. | | 02/20/2008 | | | | |
| <u>**Signature of Reportion</u> | ng 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) Represents 53,399 shares of restricted stock that will vest on 2/15/2009.
- (2) Includes 193,495 shares of restricted stock.

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.