KFORCE INC Form 4 September 12, 2008

FORM 4

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

OMB

Expires:

Check this box if no longer subject to

3235-0287 Number: January 31,

OMB APPROVAL

Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per

obligations may continue. See Instruction

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

0.5 response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DUNKEL DAVID L			2. Issuer Name and Ticker or Trading Symbol KFORCE INC [kfrc]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Sheen air apphoasie)		
1001 EAST PALM AVENUE		IUE	(Month/Day/Year) 09/10/2008	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chief Executive Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
TAMPA, FL 3	33605		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secur	ities Ac	quired, Disposed	of, 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)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	09/10/2008		M	65,351	A	\$ 7.25	235,087 (1)	D	
Common Stock	09/10/2008		F(2)	18,151	D	\$ 11.3	216,936 (1)	D	
Common Stock	09/10/2008		S	47,200 (3)	D	\$ 11.3 (3)	169,736 (1)	D	
Common Stock							1,815,895	I	By Revocable Trust (4)

149,176

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Common Stock			By: Receptacle Trust (5)		
Common Stock	530	I	Custodian for Son		
Common Stock	530	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

(9-02)

number.

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 orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy)	\$ 7.25	09/10/2008		M	65,351	(6)	09/01/2009	Common Stock	65,351

Reporting Owners

Reporting Owner Name / Address	Relationships						
rioporomg o maor rumo / rrum oss	Director	10% Owner	Officer	Other			
DUNKEL DAVID L 1001 EAST PALM AVENUE TAMPA, FL 33605	X		Chief Executive Officer				
Signatures							

Michael R. Hurley, Attorney-in-Fact for David L. 09/12/2008 Dunkel

> **Signature of Reporting Person Date

2 Reporting Owners

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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) Includes 169,736 shares of restricted stock.
- (2) Shares were repurchased by the issuer to cover the withholding taxes on the exercise of options to acquire 65,351 shares.
- This transaction was executed in multiple trades at prices ranging from \$11.2975 to \$11.3049. 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.
- (4) Shares are held by the David L. Dunkel Amended and Restated Revocable Living Trust, dated 10/3/2003.
- (5) Shares are held by the Dunkel Family Receptacle Trust, dated 10/3/2003.
- (6) The original 400,000 options vested as follows: 80,000 shares on 9/2/2000; 120,000 shares on 9/2/2001; and 200,000 shares on 9/2/2002. 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.