

SANDERS WILLIAM L  
Form 4  
March 24, 2003

**Form 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

OMB APPROVAL  
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[ ] Check box if no longer  
subject to Section 16.  
Form 4 or Form 5  
obligations may continue.  
See instructions 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**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**

|   |  |  |   |  |  |  |
|---|--|--|---|--|--|--|
| 1. Name and Address of Reporting Person*  |  |  | 2. Issuer Name and Ticker or Trading Symbol                                   |  | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)   |  |
| Sanders William L.<br><br>(Last) (First) (Middle)                                       |  |  | Kforce Inc. (KFRC)  |  | <input type="checkbox"/> Director <input type="checkbox"/><br><input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/><br>Other (specify below)<br><br><b>Chief Financial Officer, Chief Operating Officer, Senior Vice President</b><br><br><b>and Secretary</b> |  |
| 1001 East Palm Avenue<br><br>(Street)   |  |  | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) |  | 4. Statement for Month/Day/Year<br><br>March 21, 2003  |  |
| Tampa, Florida 33605<br><br>(City) (State) (Zip)  |  |  | 5. If Amendment, Date of Original (Month/Day/Year)                            |  | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |
| <b>Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |  |   |  |  |  |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (mm/dd/yy) | 2A. Deemed Execution Date, if any (mm/dd/yy) | 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 transactions (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------|--|--------------------------------|---|---|------------|--------|---|--|---|
|                                 |                                |  |                                | V | Amount  | (A) or (D) | Price  |   |  |   |
| Common Stock                    | 3/21/03                        |  | P                              |   | 5,762   | A          | \$1.82 | 131,008(1)  | D  |   |
|                                 |                                |  |                                |   |   |            |        |   |  |   |
|                                 |                                |  |                                |   |   |            |        |   |  |   |
|                                 |                                |  |                                |   |   |            |        |   |  |   |

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|--|--|--|--|--|--|--|--|--|--|--|

(1) Shares include 33,589 shares of restricted stock that will vest on January 16, 2007.

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**FORM 4 (continued) 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) | 3. A 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned following reported transactions (Instr. 4) | 10. Owner of Derivative Security (Direct or Indirect) (Instr. 1) |
|--|--|--------------------------------------|---|--------------------------------|--|-----|--|-----------------|---|----------------------------|--|--|--|
|  |  |                                      |   |                                | (A)  | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |  |
|  |  |                                      |   |                                |  |     |  |                 |   |                            |  |  |  |
|  |  |                                      |   |                                |  |     |  |                 |   |                            |  |  |  |
|  |  |                                      |   |                                |  |     |  |                 |   |                            |  |  |  |
|  |  |                                      |   |                                |  |     |  |                 |   |                            |  |  |  |

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ William L. Sanders

March 24, 2003

**By: William L. Sanders**

Date

\*\*Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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