

DUNKEL DAVID L
Form 4
January 05, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
01/03/2010

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 Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 01/03/2010 | | F ⁽¹⁾ | V 4,336 D \$ 12.5 | 91,234 ⁽²⁾ | D | |
| Common Stock | 01/03/2010 | | J ⁽³⁾ | V 12,056 D \$ 0 | 79,178 ⁽²⁾ | D | |
| Common Stock | 01/03/2010 | | J ⁽³⁾ | V 12,056 A \$ 0 | 589,554 | I | By: Revocable Trust ⁽⁴⁾ |
| Common Stock | 01/04/2010 | | A | 501,111 ⁽⁵⁾ A \$ 0 | 580,289 ⁽⁶⁾ | D | |
| Common Stock | | | | | 1,500,000 | I | By: 2009 GRAT ⁽⁷⁾ |

Common Stock 530 I By: 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. SEC 1474 (9-02)

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DUNKEL DAVID L 1001 EAST PALM AVENUE TAMPA, FL 33605 | X | | Chief Executive Officer | |

Signatures

Judy M. Genshino-Kelly, Attorney-in-Fact for David L. Dunkel 01/05/2010

__Signature of Reporting 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) Shares were withheld by the issuer solely to cover the minimum income tax withholding requirements associated with the vesting of 16,392 shares of restricted stock.
- (2) Includes 79,178 shares of restricted stock.
- (3) The transactions are disclosing a change in the form of beneficial ownership that is exempt from reporting under Rule 16a.

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- (4) Shares are held by the David L. Dunkel Amended and Restated Revocable Living Trust, dated 10/3/2003.
Represents 501,111 shares of performance accelerated restricted stock that will vest at a rate of 25% annually beginning on January 4,
- (5) 2013, but shall immediately vest if the market price of the issuer's common stock exceeds \$18.91 per share for a period of 10 trading days, which need not be consecutive.
- (6) Includes 580,289 shares of restricted stock.
- (7) Shares are held by the David L. Dunkel 2009 Grantor Retained Annuity Trust, dated 6/5/2009.

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.