

KFORCE INC  
Form 4  
May 09, 2006

**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)  
05/05/2006

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                    | 05/05/2006                           |  | M                              |   | 80,200  | A  | \$ 2.85   | 178,366 <sup>(1)</sup> | D |                                |
| Common Stock                    | 05/05/2006                           |  | J <sup>(2)</sup>               | V   | 80,200  | D  | \$ 0  | 98,166 <sup>(1)</sup>  | D |                                |
| Common Stock                    | 05/05/2006                           |  | J <sup>(2)</sup>               | V   | 80,200  | A  | \$ 0  | 210,200                | I | Revocable Trust <sup>(3)</sup> |
| Common Stock                    | 05/05/2006                           |  | S <sup>(4)</sup>               |   | 30,000  | D  | \$ 15.9   | 180,200                | I | Revocable Trust <sup>(3)</sup> |
| Common Stock                    | 05/05/2006                           |  | S <sup>(4)</sup>               |   | 50,000  | D  | \$ 16.026   | 130,200                | I | Revocable Trust <sup>(3)</sup> |

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|              |            |                  |           |   |           |                        |   |                                 |
|--------------|------------|------------------|-----------|---|-----------|------------------------|---|---------------------------------|
| Common Stock | 05/05/2006 | S <sup>(4)</sup> | 200       | D | \$ 16.18  | 130,000                | I | Revocable Trust <sup>(3)</sup>  |
| Common Stock | 05/08/2006 | M                | 74,712    | A | \$ 2.85   | 172,878 <sup>(1)</sup> | D |                                 |
| Common Stock | 05/08/2006 | M                | 257,366   | A | \$ 3.4925 | 430,244 <sup>(1)</sup> | D |                                 |
| Common Stock | 05/08/2006 | J <sup>(2)</sup> | V 332,078 | D | \$ 0      | 98,166 <sup>(1)</sup>  | D |                                 |
| Common Stock | 05/08/2006 | J <sup>(2)</sup> | V 332,078 | A | \$ 0      | 462,078                | I | Revocable Trust <sup>(3)</sup>  |
| Common Stock | 05/08/2006 | S <sup>(4)</sup> | 40,000    | D | \$ 16     | 422,078                | I | Revocable Trust <sup>(3)</sup>  |
| Common Stock | 05/09/2006 | M                | 13,793    | A | \$ 7.25   | 111,959 <sup>(1)</sup> | D |                                 |
| Common Stock | 05/09/2006 | M                | 7,441     | A | \$ 13.438 | 119,400 <sup>(1)</sup> | D |                                 |
| Common Stock | 05/09/2006 | M                | 18,867    | A | \$ 5.3    | 138,267 <sup>(1)</sup> | D |                                 |
| Common Stock | 05/09/2006 | M                | 9,132     | A | \$ 10.95  | 147,399 <sup>(1)</sup> | D |                                 |
| Common Stock | 05/09/2006 | J <sup>(2)</sup> | V 49,233  | D | \$ 0      | 98,166 <sup>(1)</sup>  | D |                                 |
| Common Stock | 05/09/2006 | J <sup>(2)</sup> | V 49,233  | A | \$ 0      | 471,311                | I | Revocable Trust <sup>(3)</sup>  |
| Common Stock | 05/09/2006 | S <sup>(4)</sup> | 53,000    | D | \$ 15.72  | 418,311                | I | Revocable Trust <sup>(3)</sup>  |
| Common Stock |            |                  |           |   |           | 165,863                | I | 2005 GRAT <sup>(5)</sup>        |
| Common Stock |            |                  |           |   |           | 1,200,000              | I | 2006 GRAT <sup>(6)</sup>        |
| Common Stock |            |                  |           |   |           | 324,555                | I | Receptacle Trust <sup>(7)</sup> |
| Common Stock |            |                  |           |   |           | 530                    | I | Custodian for Daughter          |
| Common Stock |            |                  |           |   |           | 410                    | I | Custodian for Son               |
| Common Stock |            |                  |           |   |           | 320                    | I | Custodian for Son               |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------------|---|----------------------------|
|  |  |                                      |  |                                | V   | (A) (D) | Date Exercisable   | Expiration Date       | Title   | Amount or Number of Shares |
| Options (right to buy)                     | \$ 2.85  | 05/05/2006                           |  | M                              |   | 80,200  | (8)  | 01/31/2013            | Common  | 80,200                     |
| Options (right to buy)                     | \$ 2.85  | 05/08/2006                           |  | M                              |   | 74,712  | (8)  | 01/31/2013            | Common  | 74,712                     |
| Options (right to buy)                     | \$ 3.4925  | 05/08/2006                           |  | M                              |   | 257,366 | (9)  | 01/26/2011            | Common  | 257,366                    |
| Options (right to buy)                     | \$ 7.25  | 05/09/2006                           |  | M                              |   | 13,793  | (10)   | 09/02/2009            | Common  | 13,793                     |
| Options (right to buy)                     | \$ 13.438  | 05/09/2006                           |  | M                              |   | 7,441   | (11)   | 01/01/2010            | Common  | 7,441                      |
| Options (right to buy)                     | \$ 5.3   | 05/09/2006                           |  | M                              |   | 18,867  | (12)   | 01/17/2012            | Common  | 18,867                     |
| Options (right to buy)                     | \$ 10.95   | 05/09/2006                           |  | M                              |   | 9,132   |  | 06/30/2005 12/22/2014 | Common  | 9,132                      |

## Reporting Owners

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

## Signatures

Michael R. Hurley, Attorney-in-Fact for David L.  
Dunkel

05/09/2006

\_\_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 include 98,166 shares of restricted stock that will vest on December 21, 2006.
- (2) The transactions are disclosing a change in the form of beneficial ownership that is exempt from reporting under Rule 16a-13. The underlying beneficial ownership of the securities has not changed.
- (3) Shares are held by the David L. Dunkel Amended and Restated Revocable Living Trust, dated 10/3/2003.
- (4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 5, 2006.
- (5) Shares are held by the David L. Dunkel 2005 Grantor Retained Annuity Trust, dated 4/7/2005.
- (6) Shares are held by the David L. Dunkel 2006 Grantor Retained Annuity Trust, dated 4/14/2006.
- (7) Shares are held by the Dunkel Family Receptacle Trust, dated 10/3/2003.
- (8) The options vested as follows: 1/3 on 1/31/2004 and 2/3 on 9/9/2004.
- (9) The options vested as follows: 1/3 on 1/26/2002; 1/3 on 1/26/2003; and 1/3 on 1/26/2004.
- (10) The options vested as follows: 20% on 9/2/2000; 30% on 9/2/2001; and 50% on 9/2/2002.
- (11) The options vested as follows: 20% on 1/1/2001; 30% on 1/1/2002; and 50% on 1/1/2003.
- (12) The options vested as follows: 20% on 1/17/200; 30% on 1/17/2004; and 50% on 9/9/2004.

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

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