

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

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Common Stock	05/05/2006	S ⁽⁴⁾	200	D	\$ 16.18	130,000	I	Revocable Trust ⁽³⁾
Common Stock	05/08/2006	M	74,712	A	\$ 2.85	172,878 ⁽¹⁾	D	
Common Stock	05/08/2006	M	257,366	A	\$ 3.4925	430,244 ⁽¹⁾	D	
Common Stock	05/08/2006	J ⁽²⁾	V 332,078	D	\$ 0	98,166 ⁽¹⁾	D	
Common Stock	05/08/2006	J ⁽²⁾	V 332,078	A	\$ 0	462,078	I	Revocable Trust ⁽³⁾
Common Stock	05/08/2006	S ⁽⁴⁾	40,000	D	\$ 16	422,078	I	Revocable Trust ⁽³⁾
Common Stock	05/09/2006	M	13,793	A	\$ 7.25	111,959 ⁽¹⁾	D	
Common Stock	05/09/2006	M	7,441	A	\$ 13.438	119,400 ⁽¹⁾	D	
Common Stock	05/09/2006	M	18,867	A	\$ 5.3	138,267 ⁽¹⁾	D	
Common Stock	05/09/2006	M	9,132	A	\$ 10.95	147,399 ⁽¹⁾	D	
Common Stock	05/09/2006	J ⁽²⁾	V 49,233	D	\$ 0	98,166 ⁽¹⁾	D	
Common Stock	05/09/2006	J ⁽²⁾	V 49,233	A	\$ 0	471,311	I	Revocable Trust ⁽³⁾
Common Stock	05/09/2006	S ⁽⁴⁾	53,000	D	\$ 15.72	418,311	I	Revocable Trust ⁽³⁾
Common Stock						165,863	I	2005 GRAT ⁽⁵⁾
Common Stock						1,200,000	I	2006 GRAT ⁽⁶⁾
Common Stock						324,555	I	Receptacle Trust ⁽⁷⁾
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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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 1001 EAST PALM AVENUE 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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