

COCCHIARO RICHARD M  
Form 4  
February 01, 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 \*  
COCCHIARO RICHARD M

2. Issuer Name and Ticker or Trading Symbol  
KFORCE INC [kfrc]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1001 EAST PALM AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/29/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

TAMPA, FL 33605  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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)
Common Stock	01/29/2010		M	V Amount (A) or (D) Price \$ 15.25	4,837 A 1,645,829 <sup>(1)</sup>	D	
Common Stock					34,845	I	By: Mother <sup>(2)</sup>
Common Stock					19,000	I	By: Spouse
Common Stock					1,540	I	By: Son
Common Stock					3,035	I	By: Son
					55,463	I	

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Common  
Stock

By:  
Cocchiaro  
Family  
Foundation  
(2)

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)	8. F
							Title	Amount or Number of Shares
Options (right to buy)	\$ 15.25	01/29/2010		M	4,837	<u>(3)</u> 02/03/2010	Common Stock	4,837

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COCCHIARO RICHARD M 1001 EAST PALM AVENUE TAMPA, FL 33605		X		

## Signatures

Judy M. Genshino-Kelly, Attorney-in-Fact for Richard M. Cocchiaro

02/01/2010

\*\*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) Includes 25,040 shares held in the issuer's Employee Stock Purchase Plan.

(2) Mr. Cocchiaro disclaims beneficial ownership of these shares.

(3) The options vested as follows 967 on 2/3/01, 1,451 on 2/3/02 and 2,419 on 2/3/03.

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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