

DUNKEL DAVID L
 Form 4
 July 05, 2005

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

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)

3. Date of Earliest Transaction (Month/Day/Year)
 06/30/2005

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

Chief Executive Officer

(Street)

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

(City) (State) (Zip)

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)
				(A) or (D) Code V Amount Price			
Common Stock	06/30/2005		S	400 D \$ 8	6,980	I	By Spouse (1)
Common Stock	06/30/2005		S	400 D \$ 7.99	6,580	I	By Spouse (1)
Common Stock	06/30/2005		S	100 D \$ 7.98	6,480	I	By Spouse (1)
Common Stock	06/30/2005		S	600 D \$ 7.91	5,880	I	By Spouse (1)
Common Stock	06/30/2005		S	200 D \$ 7.9	5,680	I	By Spouse (1)

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Common Stock	06/30/2005	S	100	D	\$ 7.89	5,580	I	By Spouse <u>(1)</u>
Common Stock	06/30/2005	S	500	D	\$ 7.88	5,080	I	By Spouse <u>(1)</u>
Common Stock	06/30/2005	S	1,000	D	\$ 7.86	4,080	I	By Spouse <u>(1)</u>
Common Stock	06/30/2005	S	200	D	\$ 7.84	3,880	I	By Spouse <u>(1)</u>
Common Stock	06/30/2005	S	800	D	\$ 7.82	3,080	I	By Spouse <u>(1)</u>
Common Stock	06/30/2005	S	100	D	\$ 7.81	2,980	I	By Spouse <u>(1)</u>
Common Stock	06/30/2005	S	680	D	\$ 7.79	2,300	I	By Spouse <u>(1)</u>
Common Stock	06/30/2005	S	300	D	\$ 7.77	2,000	I	By Spouse <u>(1)</u>
Common Stock	06/30/2005	S	300	D	\$ 7.76	1,700	I	By Spouse <u>(1)</u>
Common Stock	06/30/2005	S	1,100	D	\$ 7.75	600	I	By Spouse <u>(1)</u>
Common Stock	06/30/2005	S	200	D	\$ 7.71	400	I	By Spouse <u>(1)</u>
Common Stock	06/30/2005	S	400	D	\$ 7.7	0	I	By Spouse <u>(1)</u>
Common Stock						806,127	I	2003 GRAT <u>(2)</u>
Common Stock						104,853	I	2004 GRAT <u>(3)</u>
Common Stock						246,203	I	Revocable Trust <u>(4)</u>
Common Stock						689,020	I	2005 GRAT <u>(5)</u>
Common Stock						136,496 <u>(6)</u>	D	
Common Stock						530	I	Custodian for Daughter
Common Stock						410	I	Custodian for Son
Common Stock						320	I	Custodian for Son

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUNKEL DAVID L	X	X	Chief Executive Officer	

Signatures

David L. Dunkel 07/05/2005

__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) The ownership of these shares was not previously known to the reporting person. The reporting person disclaims beneficial ownership of these shares.
- (2) Shares are held by the David L. Dunkel 2003 Grantor Retained Annuity Trust, dated 10/3/2003.
- (3) Shares are held by the David L. Dunkel 2004 Grantor Retained Annuity Trust, dated 4/13/2004.

Shares are held by the David L. Dunkel Amended and Restated Revocable Living Trust, dated 10/3/2003. On January 11, 2005, 35,088 shares were exercised and were disclosed as being held directly by the reporting person and such shares should have been deposited into the David L. Dunkel Amended and Restated Revocable Living Trust, dated 10/3/2003. On May 19, 2005, the reporting person transferred 82,000 shares from his direct ownership into the David L. Dunkel Amended and Restated Revocable Living Trust, dated 10/3/2003, accordingly neither event caused the beneficial ownership to change.

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- (5) Shares are held by the David L. Dunkel 2005 Grantor Retained Annuity Trust, dated 4/7/2005.
- (6) Shares include 38,330 shares of restricted stock that will vest on January 1, 2006 and 98,166 shares of restricted stock that will vest on December 21, 2006.

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.