

KFORCE INC
Form 4
May 18, 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)
05/16/2006

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	05/16/2006		M		131,749 A \$ 3.4925	229,915 (2)	D
Common Stock	05/16/2006		F		11,741 D \$ 15.785	218,174 (2)	D
Common Stock	05/16/2006		F		3,930 D \$ 16	214,244 (2)	D
Common Stock	05/16/2006		F		6,855 D \$ 15.9	207,389 (2)	D
Common Stock	05/16/2006		J(3)	V	109,223 D \$ 0	98,166 (2)	D

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Common Stock	05/16/2006	J ⁽³⁾	V	109,223	A	\$ 0	281,456	I	Revocable Trust ⁽¹⁾
Common Stock	05/16/2006	S ⁽⁴⁾		57,000	D	\$ 15.785	224,456	I	Revocable Trust ⁽¹⁾
Common Stock	05/16/2006	S ⁽⁴⁾		19,009	D	\$ 16	205,447	I	Revocable Trust ⁽¹⁾
Common Stock	05/16/2006	S ⁽⁴⁾		33,214	D	\$ 15.9	172,233	I	Revocable Trust ⁽¹⁾
Common Stock	05/17/2006	M		5,089	A	\$ 3.4925	103,255 ⁽²⁾	D	
Common Stock	05/17/2006	F		872	D	\$ 15.981	102,383 ⁽²⁾	D	
Common Stock	05/17/2006	J ⁽³⁾	V	4,217	D	\$ 0	98,166 ⁽²⁾	D	
Common Stock	05/17/2006	J ⁽³⁾	V	4,217	A	\$ 0	176,450	I	Revocable Trust ⁽¹⁾
Common Stock	05/17/2006	S ⁽⁴⁾		4,217	D	\$ 15.981	172,233	I	Revocable Trust ⁽¹⁾
Common Stock	05/18/2006	M		60,351	A	\$ 5.3	158,517 ⁽²⁾	D	
Common Stock	05/18/2006	F		60,351	D	\$ 15.92	98,166 ⁽²⁾	D	
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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy)	\$ 3.4925	05/16/2006		M	131,749	<u>(8)</u>	01/26/2011	Common	131,749
Options (right to buy)	\$ 3.4925	05/17/2006		M	5,089	<u>(8)</u>	01/26/2011	Common	5,089
Options (right to buy)	\$ 5.3	05/18/2006		M	60,351	<u>(9)</u>	01/17/2012	Common	60,351

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

William Sanders, Attorney-in-Fact for David L. Dunkel
Date: 05/18/2006

__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 are held by the David L. Dunkel Amended and Restated Revocable Living Trust, dated 10/3/2003.
- (2) Shares include 98,166 shares of restricted stock that will vest on December 21, 2006.
- (3) 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.
- (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.

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- (7) Shares are held by the Dunkel Family Receptacle Trust, dated 10/3/2003.
- (8) The options vested as follows: 1/3 on 1/26/2002; 1/3 on 1/26/2003; and 1/3 on 1/26/2004.
- (9) The options vested as follows: 20% on 1/17/2003, 30% on 1/17/2004, and 50% on 9/9/2004.

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