KFORCE INC Form 4

December 30, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

Issuer

January 31, Expires: 2005

3235-0287

OMB APPROVAL

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2. Issuer Name and Ticker or Trading

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

KFORCE INC [kfrc]

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

COCCHIARO RICHARD M

| | | | | | | | | (Cite | ck an applicat | one) | |
|-----------------|--------------------------------|-----------|-----------------------|---|-------------|---|-------------|---------------------------------------|----------------------------------|-------------------------------|--|
| (Last) | (First) | (Middle) | 3. Date | of Earliest | Transaction | 1 | | | | | |
| | | | (Month/Day/Year) | | | | | _X_ Director | 10 | 0% Owner | |
| 1001 EAS' | T PALM AVENU | JE | 12/26/ | 2014 | | | | _X_ Officer (giv | ther (specify | | |
| | | | 12/20/ | 2011 | | | | below) below) | | | |
| | | | | | | | | V | ice Chairman | | |
| | 4. If Amendment, Date Original | | | | | 6. Individual or Joint/Group Filing(Check | | | | | |
| | | | Filed(Month/Day/Year) | | | | | Applicable Line) | | | |
| | | | ` | • | • | | | _X_ Form filed by | One Reporting | Person | |
| TAMPA EL 22605 | | | | | | | | Form filed by More than One Reporting | | | |
| TAMPA, FL 33605 | | | | | | | | Person | | | |
| (City) | (State) | (Zip) | Tal | ole I - Non | -Derivativ | e Secu | rities Acqu | uired, Disposed o | of, or Benefici | ially Owned | |
| 1.Title of | 2. Transaction Date | 2A Deeme | ed. | 3. | 4 Securit | ies Ac | canired (A) | 5. Amount of | 6. | 7. Nature of | |
| Security | (Month/Day/Year) | Execution | | Date, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5) | | | | Securities Beneficially Owned | Ownership Form: Direct (D) | Indirect Beneficial Ownership | |
| (Instr. 3) | | any | Duic, II | | | | | | | | |
| (111301. 3) | | (Month/Da | w/Vear) | | | | | | | | |
| | | (Month/Da | iy/ i cai) | (msu. o) | | | | Following | or Indirect | (Instr. 4) | |
| | | | | | | | | Reported | (I) | (111501. 4) | |
| | | | | | | (A) | | Transaction(s) | (Instr. 4) | | |
| | | | | | | or | | · / | (111811.4) | | |
| | | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | | |
| | | | | | | ` ′ | \$ | | | | |
| Common | 10/06/0014 | | | c (1) | 50.060 | Ъ | | 700 060 (3) | D | | |
| Stock | 12/26/2014 | | | S <u>(1)</u> | 58,869 | D | 24.501 | $788,968 \frac{(3)}{2}$ | D | | |
| 20011 | | | | | | | (2) | | | | |
| Common | | | | | | | ¢ 24.52 | | | | |
| Common | 12/29/2014 | | | S (1) | 35,812 | D | \$ 24.53 | $753,156 \frac{(3)}{}$ | D | | |
| Stock | 12/2//2011 | | | ~_ | 00,012 | _ | <u>(4)</u> | , | _ | | |
| | | | | | | | | | | D | |
| | | | | | | | | | | By: | |
| Common | | | | | | | | | | Cocchiaro | |
| | | | | | | | | 12,963 | I | Family | |
| Stock | | | | | | | | , | | Foundation | |
| | | | | | | | | | | | |
| | | | | | | | | | | <u>(5)</u> | |
| | | | | | | | | 14,250 | I | By: Spouse | |
| | | | | | | | | 17,230 | • | by. Spouse | |

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Common Stock

Common Stock 1,155 I By: Son

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transacti Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | 7. Titl Amou Under Securi (Instr. | nt of lying | 8. Price of Derivative Security (Instr. 5) |
|---|---|---|---|---------------------------------------|---|---------------------|--------------------|---|--|---|
| | | | | 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 | | | |
| COCCHIARO RICHARD M | | | | | | | |
| 1001 EAST PALM AVENUE | X | | Vice Chairman | | | | |
| TAMPA, FL 33605 | | | | | | | |

Signatures

Sara R. Nichols, Attorney-in-Fact for Richard M
Cocchiaro

12/30/2014

**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 sales reported in this Form 4 were affected pursuant to a 10b5-1 trading plan adopted by the reporting person on March 3, 2014, as amended on March 13, 2014.

Reporting Owners 2

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- This transaction was executed in multiple trades at prices ranging from \$24.50 to \$24.51. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- (3) Includes 4,696 shares held in the issuer's Employee Stock Purchase Plan.
 - This transaction was executed in multiple trades at prices ranging from \$24.50 to \$24.67. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the
- Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- (5) Mr. Cocchiaro disclaims beneficial ownership of these shares.

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.