

KFORCE INC  
Form 4  
July 10, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(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)  
07/06/2007

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)

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	07/06/2007		S <sup>(1)</sup>	1,000 D	\$ 16.5097 32,345 <sup>(2)</sup>	I	By: Mother <sup>(3)</sup> <sup>(4)</sup>
Common Stock	07/09/2007		S <sup>(1)</sup>	4,000 D	\$ 16.593 28,345 <sup>(2)</sup>	I	By: Mother <sup>(3)</sup> <sup>(4)</sup>
Common Stock	07/06/2007		S <sup>(1)</sup>	5,000 D	\$ 16.5 1,540	I	By: Son <sup>(4)</sup>
Common Stock	07/06/2007		S <sup>(1)</sup>	6,000 D	\$ 16.5016 1,633,057	D	
Common Stock	07/09/2007		S <sup>(1)</sup>	3,500 D	\$ 16.593 1,629,557	D	
	07/09/2007		S <sup>(1)</sup>	5,000 D	\$ 16.83 1,540	I	By: Son <sup>(4)</sup>

Common  
Stock

Common  
Stock

55,463 I

By:  
Cocchiaro  
Family  
Foundation  
(3)

Common  
Stock

19,000 I

By: Spouse

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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 TAMPA, FL 33605		X		

## Signatures

Michael R. Hurley, Attorney-in-Fact for Richard M. Cocchiaro

07/10/2007

\_\_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 effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 8, 2007.
- (2) The holdings reported on the last three Form 4s, were understated. The total holdings did not include the 1,145 additional shares that were reported on the Form 5, filed 1/9/2007.
- (3) Mr. Cocchiario disclaims beneficial ownership of these shares.  
The sales by Mr. Cocchiario's children reported on the Form 4 filed May 29, 2007, and the sales by Mr. Cocchiario's mother reported on Form 4s filed June 4, 2007 and June 6, 2007 contained a scrivener's error. The note referencing that those sales were being effected pursuant to a Rule 10b5-1 Plan were incorrect. Those sales were made outside of the reporting person's 10b5-1 Plan.
- (4)

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