

KFORCE INC
Form 4
August 31, 2007

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

(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)
09/12/2006

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	09/12/2006		G		900	D	\$ 0	171,003	I	Revocable Trust ⁽¹⁾
Common Stock	12/18/2006		G		8,000	D	\$ 0	163,003	I	Revocable Trust ⁽¹⁾
Common Stock	08/27/2007		G	V	350	D	\$ 0	162,653	I	Revocable Trust ⁽¹⁾
Common Stock	08/30/2007		M		50,000	A	\$ 7.25	145,570 ⁽²⁾	D	
Common Stock	08/30/2007		S		50,000	D	\$ 15.1008	95,570 ⁽²⁾	D	

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Common Stock	08/31/2007	M	3,000	A	\$ 7.25	98,570 <u>(2)</u>	D	
Common Stock	08/31/2007	S	3,000	D	\$ 15.25	95,570 <u>(2)</u>	D	
Common Stock						121,555	I	By: Receptacle Trust <u>(3)</u>
Common Stock						165,863	I	2005 GRAT <u>(4)</u>
Common Stock						768,345	I	2006 GRAT <u>(5)</u>
Common Stock						431,655	I	2007 GRAT <u>(6)</u>
Common Stock						530	I	Custodian for Son
Common Stock						530	I	Custodian for Son

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. Amount or Number of Shares
Options (right to buy)	\$ 7.25	08/30/2007		M	50,000	<u>(7)</u> 09/01/2008	Common Stock	50,000
Options (right to buy)	\$ 7.25	08/31/2007		M	3,000	<u>(7)</u> 09/01/2008	Common Stock	3,000

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

Michael R. Hurley, Attorney-in-Fact for David L. Dunkel 08/31/2007

__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) Shares are held by the David L. Dunkel Amended and Restated Revocable Living Trust, dated 10/3/2003.
- (2) Shares include 95,570 shares of restricted stock.
- (3) Shares are held by the Dunkel Family Receptacle Trust, dated 10/3/2003.
- (4) Shares are held by the David L. Dunkel 2005 Grantor Retained Annuity Trust, dated 4/7/2005.
- (5) Shares are held by the David L. Dunkel 2006 Grantor Retained Annuity Trust, dated 4/14/2006.
- (6) Shares are held by the David L. Dunkel 2007 Grantor Retained Annuity Trust, dated 4/17/2007.
- (7) The options vested as follows: 20% on 9/2/2000; 30% on 9/2/2001; and 50% on 9/2/2002.

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.