

KFORCE INC
Form 4
June 06, 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)
06/04/2007

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)
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)
Common Stock	06/04/2007		S ⁽¹⁾	500 D	\$ 16.5 174,055	I	By: Receptacle Trust ⁽²⁾
Common Stock					95,570 ⁽³⁾	D	
Common Stock					171,093	I	Revocable Trust ⁽⁴⁾
Common Stock					165,863	I	2005 GRAT ⁽⁵⁾
Common Stock					768,345	I	2006 GRAT ⁽⁶⁾

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 March 27, 2007.
- (2) Shares are held by the Dunkel Family Receptacle Trust, dated 10/3/2003.
- (3) Shares include 95,570 shares of restricted stock.
- (4) Shares are held by the David L. Dunkel Amended and Restated Revocable Living Trust, dated 10/3/2003.
- (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.
- (7) Shares are held by the David L. Dunkel 2007 Grantor Retained Annuity Trust, dated 4/17/2007.

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. ry of April 1, 2004, the vesting commencement date.(5)Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.

Remarks:

All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

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