

PIERCE KEN W
Form 4/A
March 26, 2003

Form 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden
hours per response. . . 0.5

[] Check box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may continue.
See instructions 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Pierce	Ken	W.	Kforce Inc. (KFRC)		[] Director [] 10% Owner	
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year	[X] Officer (give title below) [] Other (specify below)	
1001 East Palm Avenue					Senior Vice President	
(Street)			5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)		
Tampa,	Florida	33605		[X] Form filed by One Reporting Person [] Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	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 transactions (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				V	Amount	(A) or (D)	Price			
Common Stock								55,681(1)	D	

Edgar Filing: PIERCE KEN W - Form 4/A

(1) The transaction on the original Form 4 for 3,651 shares should have been set forth on Table II. Also, the original Form 4 included 4,286 shares acquired under the Kforce Inc. Employee Stock Purchase Plan on 1/31/03, which the total amount of shares acquired should have been 2,143. Therefore, Mr. Pierce's direct holdings in column 5 were overstated by 5,794 shares and should have been 55,681 shares. In addition, the amount of shares include 21,593 shares of restricted stock that will vest on January 16, 2007.

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.

(Over)
SEC 2270 (9-02)

FORM 4 (continued) 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)	3. A 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 transactions (Instr. 4)
						(A)	(D)	Date Exercisable	Expiration Date				
Phantom Stock	1-for-1	1/31/03		A	V	3,651		1/31/05	--	Common	3,651		3,651

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Michael R. Hurley

March 25, 2003

**By: Michael R. Hurley,
Attorney-in-Fact**

Date

For: Ken W. Pierce

**Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

SEC 2270 (9-02)
Page 2