

DUNKEL DAVID L
Form 4
November 12, 2010

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)
11/10/2010

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	11/10/2010		M		153,300	A	\$ 9.35	997,513	I	By: Revocable Trust ⁽¹⁾
Common Stock	11/10/2010		M		187,200	A	\$ 10.95	1,184,713	I	By: Revocable Trust ⁽¹⁾
Common Stock	11/10/2010		M		255,723	A	\$ 12.66	1,440,436	I	By: Revocable Trust ⁽¹⁾
Common Stock	11/10/2010		F ⁽²⁾		491,278	D	\$ 15.59	949,158	I	By: Revocable

Common Stock	11/11/2010	S	5,000	D	\$ 15.5	944,158	I	Trust ⁽¹⁾ By: Revocable Trust ⁽¹⁾
Common Stock						572,789 ⁽³⁾	D	
Common Stock						1,238,546	I	By: 2009 GRAT ⁽⁴⁾
Common Stock						530	I	By: Son

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

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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 Security (Instr. 3 and 4)	Am Nur Sha
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Options (right to buy)	\$ 9.35	11/10/2010		M	153,300	12/30/2004 01/01/2014	Common Stock	15
Options (right to buy)	\$ 10.95	11/10/2010		M	187,200	06/30/2005 12/21/2014	Common Stock	18
Stock Appreciation Rights	\$ 12.66	11/10/2010		M	255,723	01/03/2010 01/03/2017	Common Stock	25

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

Jeffrey B. Hackman, Attorney-in-Fact for David L.
Dunkel

11/12/2010

__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 were withheld by the issuer to cover the cost of the options and stock appreciation rights and the minimum income tax withholding requirements associated with the exercise of 340,500 options and 255,723 stock appreciation rights.
 - (3) Includes 572,789 shares of restricted stock.
 - (4) Shares are held by the David L. Dunkel 2009 Grantor Retained Annuity Trust, dated 6/5/2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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