

LIBERATORE JOSEPH J
Form 4
January 13, 2011

FORM 4

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

OMB APPROVAL

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

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 *
LIBERATORE JOSEPH J

(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)
01/12/2011

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 Financial 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/12/2011 | | M | | 43,400 A \$ 9.35 | 596,541 ⁽¹⁾ | D |
| Common Stock | 01/12/2011 | | M | | 56,597 A \$ 10.95 | 653,138 ⁽¹⁾ | D |
| Common Stock | 01/12/2011 | | M | | 52,549 A \$ 12.66 | 705,687 ⁽¹⁾ | D |
| Common Stock | 01/12/2011 | | M | | 88,829 A \$ 8.94 | 794,516 ⁽¹⁾ | D |
| Common Stock | 01/12/2011 | | F ⁽²⁾ | | 173,861 D \$ 17.99 | 620,655 ⁽¹⁾ | D |

Edgar Filing: LIBERATORE JOSEPH J - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options (right to buy) | \$ 9.35 | 01/12/2011 | | M | 43,400 | 12/30/2004 01/01/2014 | Common Stock | 43,400 |
| Options(right to buy) | \$ 10.95 | 01/12/2011 | | M | 56,597 | 06/30/2005 12/21/2014 | Common Stock | 56,597 |
| Stock Appreciation Rights | \$ 12.66 | 01/12/2011 | | M | 52,549 | 01/03/2010 01/03/2017 | Common Stock | 52,549 |
| Stock Appreciation Rights | \$ 8.94 | 01/12/2011 | | M | 88,829 | 06/30/2008 01/02/2018 | Common Stock | 88,829 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LIBERATORE JOSEPH J 1001 EAST PALM AVENUE TAMPA, FL 33605 | | | Chief Financial Officer | |

Signatures

Jeffrey B. Hackman, Attorney-in-Fact for Joseph Liberatore
01/13/2011

**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) Includes 459,731 shares of restricted stock.

(2) Shares were withheld by the issuer to cover the cost and the minimum income tax withholding requirements associated with the exercise of 99,997 options and 141,378 stock appreciation rights.

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.