



**Edgar Filing: KFORCE INC - Form 4/A**

overstated by 399 shares and should have been 69,142. Also, the original Form 4 inadvertently footnoted that the amount of shares included 17,754 shares that were acquired under the Kforce Inc. Employee Stock Purchase Plan and 21,593 shares of restricted stock that will vest on January 16, 2007. The original Form 4 should have stated that the amount of shares includes 17,754 shares of restricted stock that will vest on January 16, 2007.

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(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)	10. Other
						(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Phantom Stock</b>	<b>1-for-1</b>	<b>1/31/03</b>		<b>A</b>	<b>V</b>	<b>399</b>		<b>1/31/05</b>	<b>--</b>	<b>Common</b>	<b>399</b>		<b>399</b>	

\*\* 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: Howard W. Sutter**

\*\*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.

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SEC 2270 (9-02)  
Page 2