

PIERCE KEN W  
Form 4/A  
March 26, 2003

**Form 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

OMB APPROVAL

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☐ 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<br>(Check all applicable)                                                                                                                                                                                                                         |  |
| <b>Pierce</b>                            | <b>Ken</b>     | <b>W.</b>    | <b>Kforce Inc. (KFRC)</b>                                                               |  | <input type="checkbox"/> Director <input type="checkbox"/><br><input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/><br>Other (specify below)<br><br><b>Senior Vice President</b><br><br><b>and Chief Marketing Officer</b> |  |
| (Last)                                   | (First)        | (Middle)     | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)           |  | 4. Statement for Month/Day/Year                                                                                                                                                                                                                                                                    |  |
| <b>1001 East Palm Avenue</b>             |                |              |                                                                                         |  |                                                                                                                                                                                                                                                                                                    |  |
| (Street)                                 |                |              | 5. If Amendment, Date of Original (Month/Day/Year)                                      |  | 7. Individual or Joint/Group Filing (Check Applicable Line)                                                                                                                                                                                                                                        |  |
| <b>Tampa,</b>                            | <b>Florida</b> | <b>33605</b> | <b>March 5, 2003</b>                                                                    |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                                                                                                                                    |  |
| (City)                                   | (State)        | (Zip)        | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |                                                                                                                                                                                                                                                                                                    |  |

| 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                                                        |                                                       |
|                                 |                                |                                              |                                |   |                                                                   |            |       |                                                                                             |                                                          |                                                       |
|                                 |                                |                                              |                                |   |                                                                   |            |       |                                                                                             |                                                          |                                                       |
|                                 |                                |                                              |                                |   |                                                                   |            |       |                                                                                             |                                                          |                                                       |
|                                 |                                |                                              |                                |   |                                                                   |            |       |                                                                                             |                                                          |                                                       |

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(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.

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## 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 | Title                                                         | Amount or Number of Shares |                                            |                                                                                                  |
| 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.

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