KFORCE INC Form 4

February 27, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

OMB APPROVAL

3235-0287

January 31,

2005

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DUNKEL DAVID L Issuer Symbol KFORCE INC [kfrc] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title _ Other (specify 1001 EAST PALM AVENUE 02/22/2008 below) Chief Executive Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **TAMPA, FL 33605** Person

(City)	(State)	(Zip) Tak	ole I - N	on-	Derivative Sec	curitie	s Acqu	ired, Disposed o	f, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if Transactiono			4. Securities Acquired (A) nor Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	02/22/2008		J(1)	V	165,863	D	\$0	0	I	2005 GRAT (2)	
Common Stock	02/22/2008		J <u>(1)</u>	V	768,345	D	\$0	0	I	2006 GRAT (3)	
Common Stock	02/22/2008		<u>J(1)</u>	V	431,655	D	\$0	0	I	2007 GRAT (4)	
Common Stock	02/22/2008		J <u>(1)</u>	V	1,338,242	A	\$ 0	1,500,895	I	By: Revocable Trust (5)	
Common Stock	02/22/2008		<u>J(1)</u>	V	27,621	A	\$0	149,176	I	By: Receptacle	

			Trust (6)
Common Stock	569,736 (7)	D	
Common Stock	530	I	Custodian for Son
Common Stock	530	I	Custodian for Son

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

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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. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Keiationsnips						
	Director	10% Owner	Officer	Other			
DUNKEL DAVID L 1001 EAST PALM AVENUE TAMPA, FL 33605	X		Chief Executive Officer				

Signatures

Michael R. Hurley, Attorney-in-Fact for David L.

Dunkel

02/25/2008

**Signature of Reporting Person Date

Reporting Owners 2

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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) The transactions are disclosing a change in the form of beneficial ownership that is exempt from reporting under Rule 16a-13. The underlying beneficial ownership of the securities has not changed.
- (2) Shares were held by the David L. Dunkel 2005 Grantor Retained Annuity Trust, dated 4/7/2005.
- (3) Shares were held by the David L. Dunkel 2006 Grantor Retained Annuity Trust, dated 4/14/2006.
- (4) Shares were held by the David L. Dunkel 2007 Grantor Retained Annuity Trust, dated 4/17/2007.
- (5) Shares are held by the David L. Dunkel Amended and Restated Revocable Living Trust, dated 10/3/2003.
- (6) Shares are held by the Dunkel Family Receptacle Trust, dated 10/3/2003.
- (7) Includes 569,736 shares of restricted stock.

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.