

DUNKEL DAVID L  
 Form 4  
 December 27, 2004

**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)  
 12/22/2004

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)
Common Stock	12/22/2004		G	V 179,115 D \$ 0 0		I	Trust <sup>(1)</sup> <sup>(2)</sup>
Common Stock	12/22/2004		G	V 179,115 A \$ 0 179,115		I	FLIT Trust <sup>(3)</sup>
Common Stock	12/22/2004		A	98,166 <sup>(4)</sup> A \$ 0 218,496 <sup>(5)</sup>		D <sup>(2)</sup>	
Common Stock					1,443,979	I	2003 GRAT <sup>(6)</sup>
Common Stock					156,021	I	2004 GRAT <sup>(7)</sup>

Common Stock	530	I	Custodian for Daughter
Common Stock	410	I	Custodian for Son
Common Stock	320	I	Custodian for 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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options (right to buy)	\$ 10.95	12/22/2004		A	196,332	06/30/2004	12/22/2014	Common Stock	196,332

## Reporting Owners

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

## Signatures

Michael R. Hurley, attorney-in-fact for David L Dunkel  
12/27/2004

\_\_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) 56,730 shares were previously included in the reporting person's direct holdings. The reporting person is both the trustee and the beneficiary of this trust and therefore the transfer of the 56,730 shares into his trust was of no economic substance.
- (3) Shares are held in the David L. Dunkel Florida Intangible Tax Trust.
- (4) Shares are restricted stock that will vest on December 21, 2006.
- (5) Shares include 38,330 shares of restricted stock that will vest on January 1, 2006 and 98,166 shares of restricted stock that will vest on December 21, 2006.
- (6) Shares are held by the David L. Dunkel 2003 Grantor Retained Annuity Trust, dated 10/3/2003.
- (7) Shares are held by the David L. Dunkel 2004 Grantor Retained Annuity Trust, dated 4/13/2004.

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.