

KFORCE INC
Form 4
March 07, 2006

FORM 4

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

OMB APPROVAL

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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)
03/03/2006

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common stock	03/03/2006		S		62,198 D \$ 12.1244	40,321 (1)	D
Common stock	03/06/2006		M		2,333 A \$ 11.875	42,654 (1)	D
Common stock	03/06/2006		M		18,867 A \$ 5.3	61,521 (1)	D
Common stock	03/06/2006		M		12,327 A \$ 7.25	73,848 (1)	D
Common stock	03/06/2006		M		9,132 A \$ 10.95	82,980 (1)	D

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

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(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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock options (right to buy)	\$ 11.875	03/06/2006		M	2,333	08/01/1999 06/27/2006	Common Stock	2,333	
Stock options (right to buy)	\$ 5.3	03/06/2006		M	18,867	<u>(2)</u> 01/17/2012	Common Stock	18,867	
Stock options (right to buy)	\$ 7.25	03/06/2006		M	12,327	<u>(3)</u> 09/02/2009	Common Stock	12,327	
Stock options (right to buy)	\$ 10.95	03/06/2006		M	9,132	06/30/2005 12/22/2014	Common Stock	9,132	

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

Joseph J.
Liberatore

03/07/2006

__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 include 32,864 shares of restricted stock that will vest on December 21, 2006.
- (2) Options vested as follows: 1/3 on 1/17/2003; 1/3 on 1/17/2004; and 1/3 on 9/9/2004.
- (3) Options vested as follows: 20% on 9/2/2000; 30% on 9/2/2001; and 50% on 9/2/2002.

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.