

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

| 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 | | | | | | | | 69,142(1) | D | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |

(1) The transaction on the original Form 4 for 399 shares should have been set forth on Table II. Therefore, Mr. Sutter's direct holdings in column 5 were

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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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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 | | | |
| Phantom Stock | 1-for-1 | 1/31/03 | | A | V | 399 | | 1/31/05 | -- | Common | 399 | | 399 | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |

** 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