

KFORCE INC
Form 4
July 10, 2007

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 *
COCCHIARO RICHARD M

(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)
07/06/2007

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 07/06/2007 | | S ⁽¹⁾ | 1,000 D | \$ 16.5097 32,345 ⁽²⁾ | I | By: Mother ⁽³⁾ ⁽⁴⁾ |
| Common Stock | 07/09/2007 | | S ⁽¹⁾ | 4,000 D | \$ 16.593 28,345 ⁽²⁾ | I | By: Mother ⁽³⁾ ⁽⁴⁾ |
| Common Stock | 07/06/2007 | | S ⁽¹⁾ | 5,000 D | \$ 16.5 1,540 | I | By: Son ⁽⁴⁾ |
| Common Stock | 07/06/2007 | | S ⁽¹⁾ | 6,000 D | \$ 16.5016 1,633,057 | D | |
| Common Stock | 07/09/2007 | | S ⁽¹⁾ | 3,500 D | \$ 16.593 1,629,557 | D | |
| | 07/09/2007 | | S ⁽¹⁾ | 5,000 D | \$ 16.83 1,540 | I | By: Son ⁽⁴⁾ |

Common
Stock

Common
Stock

55,463 I

By:
Cocchiaro
Family
Foundation
(3)

Common
Stock

19,000 I

By: Spouse

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| COCCHIARO RICHARD M 1001 EAST PALM AVENUE TAMPA, FL 33605 | | X | | |

Signatures

Michael R. Hurley, Attorney-in-Fact for Richard M. Cocchiaro

07/10/2007

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 8, 2007.
- (2) The holdings reported on the last three Form 4s, were understated. The total holdings did not include the 1,145 additional shares that were reported on the Form 5, filed 1/9/2007.
- (3) Mr. Cocchiaro disclaims beneficial ownership of these shares.
The sales by Mr. Cocchiaro's children reported on the Form 4 filed May 29, 2007, and the sales by Mr. Cocchiaro's mother reported on Form 4s filed June 4, 2007 and June 6, 2007 contained a scrivener's error. The note referencing that those sales were being effected pursuant to a Rule 10b5-1 Plan were incorrect. Those sales were made outside of the reporting person's 10b5-1 Plan.
- (4) Form 4s filed June 4, 2007 and June 6, 2007 contained a scrivener's error. The note referencing that those sales were being effected pursuant to a Rule 10b5-1 Plan were incorrect. Those sales were made outside of the reporting person's 10b5-1 Plan.

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.