

Marmon Randal
Form 3
November 03, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Marmon Randal | | (Month/Day/Year) | KFORCE INC [kfrc] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 10/30/2009 | | |
| 1001 EAST PALM AVENUE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Customer Dev Officer | |
| TAMPA, Â FL Â 33605 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 33,843 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

Edgar Filing: Marmon Randal - Form 3

| | | | | Shares | | (I) (Instr. 5) | |
|------------------------|------------|------------|--------------|--------|----------|-------------------|---|
| Options (right to buy) | Â (2) | 01/01/2010 | Common Stock | 5,000 | \$ 13.44 | D | Â |
| Options (right to buy) | Â (3) | 02/03/2010 | Common Stock | 5,581 | \$ 15.25 | D | Â |
| Options (right to buy) | 12/30/2004 | 01/01/2014 | Common Stock | 20,000 | \$ 9.35 | D | Â |
| Options (right to buy) | 06/30/2005 | 12/21/2014 | Common Stock | 20,000 | \$ 10.95 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Marmon Randal 1001 EAST PALM AVENUE TAMPA, FL 33605 | Â | Â | Â Chief Customer Dev Officer | Â |

Signatures

Randal Marmon 10/30/2009

__Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- The number includes 30,843 shares of restricted stock. 22,843 shares will vest at a rate of 20% annually beginning on 02/15/2010. 8,000
- (1) shares will vest at a rate of 25% annually beginning on 2/15/2010, but shall immediately vest if the market price of the Kforce common stock exceeds \$20.88 per share for 10 days.
 - (2) Options vested as follows: 20% on 1/1/2001; 30% on 1/1/2002; and 50% on 1/1/2003.
 - (3) Options vested as follows: 20% on 2/3/2001; 30% on 2/3/2002 and 50% on 2/3/2003.

Â

Remarks:

ExhibitÂ List

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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.