

COCCHIARO RICHARD M  
Form 4  
November 21, 2012

**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

2. Issuer Name and Ticker or Trading Symbol  
KFORCE INC [KFRC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1001 EAST PALM AVENUE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/20/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice Chairman

TAMPA, FL 33605  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 (D) Price			
Common Stock	11/20/2012		S	4,126 D \$ 12.5	1,652,251 <sup>(1)</sup>	D	
Common Stock	11/20/2012		S	1,374 D \$ 12.5	16,626	I	By:Spouse
Common Stock	11/20/2012		S	1,167 D \$ 12.5	53,296	I	By:Cocchiaro Family Foundation <sup>(2)</sup>
Common Stock					1,155	I	By:Son
Common Stock					2,282	I	By:Son

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Common Stock

2,000

I

By:Mother (2)

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)

Table with 9 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Nature of Derivative Security. Includes sub-headers for Date Exercisable and Expiration Date, and Amount or Number of Shares.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Relationships include Director, 10% Owner, Officer, Other. Example: COCCHIARO RICHARD M, 1001 EAST PALM AVENUE, TAMPA, FL 33605, X, X, Vice Chairman.

Signatures

Jeffrey B. Hackman, Attorney-in-Fact for Richard Cocchiaro 11/21/2012
\*\*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) Includes 2,955 shares held in the issuer's Employee Stock Purchase Plan.
(2) Mr. Cocchiaro disclaims beneficial ownership of these shares.
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.