

KFORCE INC

Form 4

January 05, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Alonso Peter 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)
01/02/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

Chief Talent Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	01/02/2016		F ⁽¹⁾		3,879	D	\$ 25.28 ⁽²⁾	81,036 ⁽³⁾	D	
Common Stock	01/02/2016		J ⁽⁴⁾		9,502	D	\$ 0	71,534 ⁽³⁾	D	
Common Stock	01/02/2016		J ⁽⁴⁾		9,502	A	\$ 0	67,344	I	By: Revocable Trust ⁽⁵⁾
Common Stock	01/04/2016		A		32,100 ⁽⁶⁾	A	\$ 0	103,634 ⁽⁷⁾	D	

By:
Revocable
Trust ⁽⁵⁾

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
Alonso Peter M. 1001 EAST PALM AVENUE TAMPA, FL 33605	Chief Talent Officer

Signatures

Jeffrey B. Hackman, Attorney-in-Fact for Peter M. Alonso 01/05/2016

__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 were withheld by the issuer solely to cover the minimum income tax withholding requirements associated with the vesting of 13,381 shares of restricted stock.
- (2) The vesting date of the restricted stock was Saturday, January 2, 2016. The closing price of the issuer's common stock was \$25.28 per share on Thursday, December 31, 2015, which was the last trading day prior to the vesting of the restricted stock.
- (3) Includes 71,534 shares of restricted stock.
- (4) The transaction is disclosing a change in the form of beneficial ownership from direct to indirect that is exempt from reporting under Rule 16a-13.
- (5) Shares are held by the Peter M. Alonso Revocable Trust, dated 2/6/1998.

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(6) Represents 32,100 shares of restricted stock that will vest at a rate of 20% annually beginning on January 4, 2017.

(7) Includes 103,634 shares of restricted stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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