

KFORCE INC
Form 4
May 18, 2006

FORM 4

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

OMB APPROVAL

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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 *
LIBERATORE JOSEPH J

(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)
05/16/2006

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)
Chief Financial Officer

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/16/2006		M	A	\$ 2.85 127,646 ⁽¹⁾	D	
Common Stock	05/16/2006		M	A	\$ 3.4925 179,646 ⁽¹⁾	D	
Common Stock	05/16/2006		F	D	\$ 16.01 157,646 ⁽¹⁾	D	
Common Stock	05/16/2006		S	D	\$ 15.79 155,646 ⁽¹⁾	D	
Common Stock	05/16/2006		S	D	\$ 15.8 152,004 ⁽¹⁾	D	

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Common Stock	05/16/2006	S	4,400	D	\$ 15.81	147,604 ⁽¹⁾	D
Common Stock	05/16/2006	S	6,200	D	\$ 15.82	141,404 ⁽¹⁾	D
Common Stock	05/16/2006	S	8,500	D	\$ 15.83	132,904 ⁽¹⁾	D
Common Stock	05/16/2006	S	1,874	D	\$ 15.84	131,030 ⁽¹⁾	D
Common Stock	05/16/2006	S	8,500	D	\$ 15.85	122,530 ⁽¹⁾	D
Common Stock	05/16/2006	S	1,377	D	\$ 15.86	121,153 ⁽¹⁾	D
Common Stock	05/16/2006	S	9,800	D	\$ 15.87	111,353 ⁽¹⁾	D
Common Stock	05/16/2006	S	2,208	D	\$ 15.88	109,145 ⁽¹⁾	D
Common Stock	05/16/2006	S	6,300	D	\$ 15.89	102,845 ⁽¹⁾	D
Common Stock	05/16/2006	S	1,725	D	\$ 15.9	101,120 ⁽¹⁾	D
Common Stock	05/16/2006	S	7,282	D	\$ 15.91	93,838 ⁽¹⁾	D
Common Stock	05/16/2006	S	358	D	\$ 15.92	93,480 ⁽¹⁾	D
Common Stock	05/16/2006	S	1,300	D	\$ 15.93	92,180 ⁽¹⁾	D
Common Stock	05/16/2006	S	100	D	\$ 15.94	92,080 ⁽¹⁾	D
Common Stock	05/16/2006	S	900	D	\$ 15.97	91,180 ⁽¹⁾	D
Common Stock	05/16/2006	S	200	D	\$ 15.98	90,980 ⁽¹⁾	D
Common Stock	05/16/2006	S	7,100	D	\$ 15.99	83,889 ⁽¹⁾	D
Common Stock	05/16/2006	S	900	D	\$ 16.09	82,980 ⁽¹⁾	D
Common Stock	05/17/2006	M	7,441	A	\$ 13.438	90,421 ⁽¹⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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. Amount or Number of Shares
Options (right to buy)	\$ 2.85	05/16/2006		M	44,666	<u>(2)</u> 01/31/2013	Common Stock	44,666
Options (right to buy)	\$ 3.4925	05/16/2006		M	52,000	<u>(3)</u> 01/26/2011	Common Stock	52,000
Options (right to buy)	\$ 13.438	05/17/2006		M	7,441	<u>(4)</u> 01/01/2010	Common Stock	7,441

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIBERATORE JOSEPH J 1001 EAST PALM AVENUE TAMPA, FL 33605			Chief Financial Officer	

Signatures

Joseph J. Liberatore 05/18/2006

**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 include 32,864 shares of restricted stock that will vest on December 21, 2006.

(2) The options vested as follows: 1/3 on 1/31/2004 and 2/3 on 9/9/2004.

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(3) The options vested as follows: 1/3 on 1/26/2002; 1/3 on 1/26/2003; and 1/3 on 1/26/2004.

(4) The options vested as follows: 20% on 1/1/2001; 30% on 1/1/2002; and 50% on 1/1/2003.

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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