KFORCE INC
Form 5
February 06, 2007

# FORM 5

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

**ANNUAL 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

| | |
|---|---|
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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).
Form 3 Holdings Reported
Form 4 Transactions Reported

1. Name and Address of Reporting Person *
DUNKEL DAVID L

(Last) (First) (Middle)

1001 EAST PALM AVENUE

(Street)

TAMPA,Â FLÂ 33605

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/11/2006 | Â | G | 330 | D | $ 0 | 171,903 | I | Revocable Trust (1) |
| Common Stock | 08/11/2006 | Â | G | 120 | A | $ 0 | 530 | I | Custodian for Son |
| Common Stock | 08/11/2006 | Â | G | 210 | A | $ 0 | 530 | I | Custodian for Son |
| Common Stock | Â | Â | Â | Â | Â | Â | 530 | I | Custodian for Daughter |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Common Stock | Â | Â | Â | Â | Â | Â | 165,863 | I | 2005 GRAT (2) |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,200,000 | I | 2006 GRAT (3) |
| Common Stock | Â | Â | Â | Â | Â | Â | 324,555 | I | Receptacle Trust (4) |

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

**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.**

SEC 2270 (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. of D Se Be O En Is Fi (I |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| DUNKEL DAVID L<br>1001 EAST PALM AVENUE<br>TAMPA,Â FLÂ 33605 | Â X | Â | Â Chief Executive Officer | Â |

# Signatures

| | |
|---|---|
| Michael R. Hurley, Attorney-in-Fact for David L. Dunkel | 02/06/2007 |
| **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)** Shares are held by the David L. Dunkel Amended and Restated Revocable Living Trust, dated 10/3/2003.

**(2)** Shares are held by the David L. Dunkel 2005 Grantor Retained Annuity Trust, dated 4/7/2005.

**(3)** Shares are held by the David L. Dunkel 2006 Grantor Retained Annuity Trust, dated 4/14/2006.

**(4)** Shares are held by the Dunkel Family Receptacle Trust, dated 10/3/2003.

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