

SANDERS WILLIAM L
 Form 4
 December 23, 2010

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 *
 SANDERS WILLIAM L

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)
 12/21/2010

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

TAMPA, FL 33605

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

(City) (State) (Zip)

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 or Price | | |
| Common Stock | 12/21/2010 | | M | | 74,700 A \$ 9.35 | 403,238 ⁽¹⁾ | D |
| Common Stock | 12/21/2010 | | M | | 237,301 A \$ 8.94 | 640,539 ⁽¹⁾ | D |
| Common Stock | 12/21/2010 | | M | | 140,383 A \$ 12.66 | 780,922 ⁽¹⁾ | D |
| Common Stock | 12/21/2010 | | M | | 107,985 A \$ 10.95 | 888,907 ⁽¹⁾ | D |
| Common Stock | 12/21/2010 | | F ⁽²⁾ | | 421,331 D \$ 16.92 | 467,576 ⁽¹⁾ | D |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|--------------------------|------------------------|---|
| Common Stock | 12/21/2010 | S ⁽³⁾ | 25,861 | D | \$ 16.87 ⁽⁴⁾ | 441,715 ⁽¹⁾ | D |
| Common Stock | 12/22/2010 | S ⁽³⁾ | 25,000 | D | \$ 16.696 ⁽⁵⁾ | 416,715 ⁽¹⁾ | D |
| Common Stock | 12/23/2010 | S ⁽³⁾ | 30,598 | D | \$ 16.542 ⁽⁶⁾ | 386,117 ⁽¹⁾ | D |

| | | | | | | | |
|--------------|--|--|--|--|--|---------|---|
| Common Stock | | | | | | 280,761 | I |
|--------------|--|--|--|--|--|---------|---|

By:
William L. Sanders Trust ⁽⁷⁾

| | | | | | | | |
|--------------|--|--|--|--|--|---------|---|
| Common Stock | | | | | | 172,058 | I |
|--------------|--|--|--|--|--|---------|---|

By:
Karen M. Sanders Trust ⁽⁸⁾

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 1474
(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Options (right to buy) | \$ 9.35 | 12/21/2010 | | M | 74,700 | 12/30/2004 | 01/01/2014 | Common Stock | 74,700 |
| Options (right to buy) | \$ 10.95 | 12/21/2010 | | M | 107,985 | 06/30/2005 | 12/21/2014 | Common Stock | 107,985 |
| Options (right to buy) | \$ 12.66 | 12/21/2010 | | M | 140,383 | 01/03/2010 | 01/03/2017 | Common Stock | 140,383 |
| Options | \$ 8.94 | 12/21/2010 | | M | 237,301 | 06/30/2008 | 01/02/2018 | Common | 237,301 |

(right to
buy)

Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| SANDERS WILLIAM L 1001 EAST PALM AVENUE TAMPA, FL 33605 | | | President | |

Signatures

Jeffrey B. Hackman, Attorney-in-Fact for William L.
Sanders

12/23/2010

__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 320,839 shares of restricted stock.
 - (2) Shares were withheld by the issuer to cover the cost of the options and stock appreciation rights and the minimum income tax withholding requirements associated with the exercise of 182,685 options and 377,684 stock appreciation rights.
 - (3) The sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on December 21, 2010. This transaction was executed in multiple trades at prices ranging from \$16.815 to \$17.005. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
 - (4) This transaction was executed in multiple trades at prices ranging from \$16.629 to \$16.736. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
 - (5) This transaction was executed in multiple trades at prices ranging from \$16.536 to \$16.82. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
 - (6) Shares are held by the William L. Sanders Trust, dated 12/26/2007.
 - (7) Shares are held by the Karen M. Sanders Trust, dated 12/26/2007.

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.