

KFORCE INC  
Form 4  
March 16, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
**DUNKEL DAVID L**

(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)  
**03/12/2015**

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 Executive 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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/12/2015		S		7,920	D	\$ 23 1,960,455	I	By: Revocable Trust <sup>(1)</sup>
Common Stock	03/13/2015		S		998	D	\$ 23 1,959,457	I	By: Revocable Trust <sup>(1)</sup>
Common Stock	03/13/2015		J <sup>(2)</sup>	V	371 <sup>(3)</sup>	A	\$ 0 76,449 <sup>(4)</sup>	D	

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**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				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
DUNKEL DAVID L 1001 EAST PALM AVENUE TAMPA, FL 33605	X		Chief Executive Officer	

## Signatures

Sara R. Nichols, Attorney-in-Fact for David L. Dunkel  
 03/16/2015  
 \*\*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) The transaction is disclosing a dividend that is exempt from reporting under Rule 16a.  
 On February 6, 2015, the issuer declared a cash dividend of \$0.11 per share of common stock, payable March 27, 2015 to all shareholders of record on March 13, 2015 (the "Dividend"). In accordance with the terms of the Restricted Stock Agreement dated January 2, 2015,
- (3) 371 additional shares of restricted stock were received by the reporting person in connection with the Dividend. The additional shares of restricted stock will vest in even increments over 5 years beginning January 2, 2016.
- (4) Includes 76,449 shares of restricted stock.

### Remarks:

EXHIBIT LIST: Exhibit 24 - Power of Attorney

## Edgar Filing: KFORCE INC - Form 4

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.