

KFORCE INC
Form 4/A
May 11, 2006

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 *
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)
05/05/2006

4. If Amendment, Date Original Filed(Month/Day/Year)
05/09/2006

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/05/2006		M	(A) V Amount (1) 97,630 (D) A	\$ 2.85 195,796 (2) (7)	D	
Common Stock	05/05/2006		F(3)	(A) V Amount (1) 10,873 (D) D	\$ 15.9 184,923 (2) (7)	D	
Common Stock	05/05/2006		F(3)	(A) V Amount (1) 6,513 (D) D	\$ 16.026 178,410 (2) (7)	D	
Common Stock	05/05/2006		F(3)	(A) V Amount (1) 44 (D) D	\$ 16.18 178,366 (2) (7)	D	
Common Stock	05/08/2006		M	(A) V Amount (1) 48,695 (D) A	\$ 2.85 146,861 (2) (7)	D	

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Common Stock	05/08/2006	F ⁽³⁾	8,695	D	\$ 16.18	184,923 ⁽²⁾ <u>(7)</u>	D	
Common Stock	05/08/2006	J ⁽⁵⁾	V 40,000 <u>(6)</u>	D	\$ 0	98,166 ⁽²⁾ ⁽⁷⁾	D	
Common Stock	05/08/2006	J ⁽⁵⁾	V 40,000 <u>(6)</u>	A	\$ 0	179,233 ⁽²⁾ <u>(7)</u>	I	Revocable Trust ⁽¹⁰⁾
Common Stock	05/09/2006	M ⁽⁸⁾	8,587	A	\$ 2.85	106,753 ⁽²⁾ <u>(7)</u>	D	
Common Stock	05/09/2006	M	55,393 <u>(9)</u>	A	\$ 3.4925	211,380 ⁽²⁾ <u>(7)</u>	D	
Common Stock	05/09/2006	F ⁽³⁾	10,981	D	\$ 15.72	98,166 ⁽²⁾ ⁽⁷⁾	D	

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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy)	\$ 2.85	05/05/2006		M	97,630 <u>(1)</u>	<u>(11)</u>	01/31/2013	Common Stock	97,630 <u>(1)</u>
Options (right to buy)	\$ 2.85	05/08/2006		M	48,695 <u>(4)</u>	<u>(11)</u>	01/31/2013	Common Stock	48,695 <u>(4)</u>
Options (right to buy)	\$ 2.85	05/09/2006		M ⁽⁸⁾	8,587	<u>(11)</u>	01/31/2013	Common Stock	8,587
Options (right to buy)	\$ 3.4925	05/09/2006		M	53,393 <u>(9)</u>	<u>(12)</u>	01/26/2011	Common Stock	53,393

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

Michael R. Hurley, Attorney-in-Fact for David L. Dunkel 05/11/2006

__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) The number of shares reported for May 5, 2006 on the original Form 4 acquired by option exercises was 80,200. The additional 17,430 shares represents tax withholding that was reported on the original Form 4 with an incorrect date of May 8, 2006.
- (2) Shares include 98,166 shares of restricted stock that will vest on December 21, 2006.
- (3) These shares represent required tax withholdings not reported on the original Form 4.
- (4) The number of shares reported on the original Form 4 as acquired upon option exercises was 74,712. The difference has been correctly reported herein as taking place on May 5, 2006 and May 9, 2006.
- (5) The transactions are disclosing a change in the form of beneficial ownership that is exempt from reporting under Rule 16a-13. The underlying beneficial ownership of the securities has not changed.
- (6) The amount reported on the original Form 4 was 332,078. In addition, 102,233 of these shares were actually transferred on May 9, 2006. This amount was overstated by 189,845 shares.
- (7) The amount of securities reflects the amendments herein and the amounts reported on the original Form 4.
- (8) This exercise of options was included on the original Form 4, under an incorrect reporting date.
- (9) On the original Form 4, this transaction was reported as occurring on 5/8/2006 but actually took place on 5/9/2006. The number of shares acquired upon option exercise was reported as 257,366. This amount was overstated on the original Form 4 by 201,973 shares.
- (10) Shares are held by the David L. Dunkel Amended and Restated Revocable Living Trust, dated 10/3/2003.
- (11) The options vested as follows: 1/3 on 1/31/2004 and 2/3 on 9/9/2004.
- (12) The options vested as follows: 1/3 on 1/26/2002; 1/3 on 1/26/2003; and 1/3 on 1/26/2004.

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