

SANDERS WILLIAM L
Form 4
January 03, 2011

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)
12/30/2010

____ 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 | (A) or (D) | Price | | | |
| Common Stock | 12/30/2010 | | S ⁽¹⁾ | | 40,000 | D | \$ 16.442 <u>(2)</u> | 239,799 | I | By: William L. Sanders Trust ⁽³⁾ |
| Common Stock | 12/31/2010 | | S ⁽¹⁾ | | 40,000 | D | \$ 16.426 <u>(4)</u> | 199,799 | I | By: William L. Sanders Trust ⁽³⁾ |
| Common Stock | 12/31/2010 | | S | | 50,000 | D | \$ 16.263 | 149,799 | I | By: William |

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| | | | | | | | | | | |
|--------------|------------|------|-------------|---|---------------|--------------|---|--|--|----------------------------------|
| | | | | | (5) | | | | | L. Sanders Trust (3) |
| Common Stock | 01/03/2011 | S(1) | 100,000 | D | \$ 16.177 (6) | 49,799 | I | | | By: William L. Sanders Trust (3) |
| Common Stock | 01/03/2011 | A | 333,741 (7) | A | \$ 0 | 662,279 (8) | D | | | |
| Common Stock | 01/03/2011 | F(9) | 2,758 | D | \$ 16.37 | 659,521 (10) | D | | | |
| Common Stock | | | | | | 172,058 | I | | | By: Karen M. Sanders Trust (11) |

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.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| SANDERS WILLIAM L 1001 EAST PALM AVENUE | | | President | |

TAMPA, FL 33605

Signatures

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

01/03/2011

__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 sales reported were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on December 28, 2010.
This transaction was executed in multiple trades at prices ranging from \$16.437 to \$16.442. 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.
- (2) Shares are held by the William L. Sanders Trust, dated 12/26/2007.
This transaction was executed in multiple trades at prices ranging from \$16.425 to \$16.435. 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.
- (3) This transaction was executed in multiple trades at prices ranging from \$16.261 to \$16.269. 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 \$16.152 to \$16.218. 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) Represents 333,741 shares of performance accelerated restricted stock.
- (6) Includes 654,580 shares of restricted stock.
- (7) Shares were withheld by the issuer solely to cover the minimum income tax withholding requirements associated with the vesting of 8,999 shares of restricted stock.
- (8) Includes 645,581 shares of restricted stock.
- (9) Shares are held by the Karen M. Sanders Trust, dated 12/26/2007.
- (10)
- (11)

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.