

DUNKEL DAVID L  
 Form 4  
 July 05, 2005

**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**

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)

3. Date of Earliest Transaction (Month/Day/Year)  
**06/30/2005**

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

Chief Executive Officer

(Street)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |   |
| Common Stock                    | 06/30/2005                           |  | S                              | 400 D \$ 8  | 6,980   | I  | By Spouse (1)   |
| Common Stock                    | 06/30/2005                           |  | S                              | 400 D \$ 7.99   | 6,580   | I  | By Spouse (1)   |
| Common Stock                    | 06/30/2005                           |  | S                              | 100 D \$ 7.98   | 6,480   | I  | By Spouse (1)   |
| Common Stock                    | 06/30/2005                           |  | S                              | 600 D \$ 7.91   | 5,880   | I  | By Spouse (1)   |
| Common Stock                    | 06/30/2005                           |  | S                              | 200 D \$ 7.9  | 5,680   | I  | By Spouse (1)   |

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|              |            |   |       |   |         |                    |   |                            |
|--------------|------------|---|-------|---|---------|--------------------|---|----------------------------|
| Common Stock | 06/30/2005 | S | 100   | D | \$ 7.89 | 5,580              | I | By Spouse <u>(1)</u>       |
| Common Stock | 06/30/2005 | S | 500   | D | \$ 7.88 | 5,080              | I | By Spouse <u>(1)</u>       |
| Common Stock | 06/30/2005 | S | 1,000 | D | \$ 7.86 | 4,080              | I | By Spouse <u>(1)</u>       |
| Common Stock | 06/30/2005 | S | 200   | D | \$ 7.84 | 3,880              | I | By Spouse <u>(1)</u>       |
| Common Stock | 06/30/2005 | S | 800   | D | \$ 7.82 | 3,080              | I | By Spouse <u>(1)</u>       |
| Common Stock | 06/30/2005 | S | 100   | D | \$ 7.81 | 2,980              | I | By Spouse <u>(1)</u>       |
| Common Stock | 06/30/2005 | S | 680   | D | \$ 7.79 | 2,300              | I | By Spouse <u>(1)</u>       |
| Common Stock | 06/30/2005 | S | 300   | D | \$ 7.77 | 2,000              | I | By Spouse <u>(1)</u>       |
| Common Stock | 06/30/2005 | S | 300   | D | \$ 7.76 | 1,700              | I | By Spouse <u>(1)</u>       |
| Common Stock | 06/30/2005 | S | 1,100 | D | \$ 7.75 | 600                | I | By Spouse <u>(1)</u>       |
| Common Stock | 06/30/2005 | S | 200   | D | \$ 7.71 | 400                | I | By Spouse <u>(1)</u>       |
| Common Stock | 06/30/2005 | S | 400   | D | \$ 7.7  | 0                  | I | By Spouse <u>(1)</u>       |
| Common Stock |            |   |       |   |         | 806,127            | I | 2003 GRAT <u>(2)</u>       |
| Common Stock |            |   |       |   |         | 104,853            | I | 2004 GRAT <u>(3)</u>       |
| Common Stock |            |   |       |   |         | 246,203            | I | Revocable Trust <u>(4)</u> |
| Common Stock |            |   |       |   |         | 689,020            | I | 2005 GRAT <u>(5)</u>       |
| Common Stock |            |   |       |   |         | 136,496 <u>(6)</u> | D |                            |
| Common Stock |            |   |       |   |         | 530                | I | Custodian for Daughter     |
| Common Stock |            |   |       |   |         | 410                | I | Custodian for Son          |
| Common Stock |            |   |       |   |         | 320                | I | Custodian for Son          |

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                         |       |
|--------------------------------|---------------|-----------|-------------------------|-------|
|                                | Director      | 10% Owner | Officer                 | Other |
| DUNKEL DAVID L                 | X             | X         | Chief Executive Officer |       |

## Signatures

David L. Dunkel                      07/05/2005

\_\_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 ownership of these shares was not previously known to the reporting person. The reporting person disclaims beneficial ownership of these shares.
- (2) Shares are held by the David L. Dunkel 2003 Grantor Retained Annuity Trust, dated 10/3/2003.
- (3) Shares are held by the David L. Dunkel 2004 Grantor Retained Annuity Trust, dated 4/13/2004.

Shares are held by the David L. Dunkel Amended and Restated Revocable Living Trust, dated 10/3/2003. On January 11, 2005, 35,088 shares were exercised and were disclosed as being held directly by the reporting person and such shares should have been deposited into the David L. Dunkel Amended and Restated Revocable Living Trust, dated 10/3/2003. On May 19, 2005, the reporting person transferred 82,000 shares from his direct ownership into the David L. Dunkel Amended and Restated Revocable Living Trust, dated 10/3/2003, accordingly neither event caused the beneficial ownership to change.

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- (5) Shares are held by the David L. Dunkel 2005 Grantor Retained Annuity Trust, dated 4/7/2005.
- (6) Shares include 38,330 shares of restricted stock that will vest on January 1, 2006 and 98,166 shares of restricted stock that will vest on December 21, 2006.

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