

SANDERS WILLIAM L
 Form 4
 December 23, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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

(Last) (First) (Middle)
 1001 EAST PALM AVENUE
 (Street)

TAMPA, FL 33605

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 KFORCE INC [kfr]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/21/2010

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)
 President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | 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.

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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.

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