

SANDERS WILLIAM L
 Form 4
 December 23, 2010

FORM 4

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

OMB APPROVAL

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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
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By:
William L. Sanders Trust ⁽⁷⁾

Common Stock						172,058	I
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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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(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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