COCCHIARO RICHARD M

Form 4

December 18, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

Check this box if no longer STATEME

if no longer subject to Section 16. Form 4 or Form 5 obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of RocCCHIARO RICHA		2. Issuer Name and Ticker or Trading Symbol KFORCE INC [kfrc]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
1001 EAST PALM A	VENUE	(Month/Day/Year) 12/16/2008	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
TAMPA, FL 33605		Filed(Month/Day/Year)	Applicable Line) _X_ 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)	Transaction(A) or	(A) or	d of (D)	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	12/16/2008		M 900	A	\$ 3.4925	1,627,457	D		
Common Stock						28,345	I	By: Mother $\underline{(1)}$	
Common Stock						1,540	I	By: Son	
Common Stock						1,540	I	By: Son	
Common Stock						55,463	I	By: Cocchiaro Family	

Edgar Filing: COCCHIARO RICHARD M - Form 4

Foundation

(9-02)

(1)

Common I 19,000 By: Spouse Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	onof Derivative	6. Date Exer Expiration D (Month/Day/	ate	7. Title and Underlying (Instr. 3 and	Securities	8. Pri Deriv Secur (Instr
Options			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

M

900

(2)

01/26/2011 Common

900

Reporting Owners

\$ 3.4925

Relationships Reporting Owner Name / Address

12/16/2008

Director 10% Owner Officer Other

COCCHIARO RICHARD M 1001 EAST PALM AVENUE X **TAMPA**, FL 33605

Signatures

(right to

buy)

Judy M. Genshino-Kelly, Attorney-in-Fact for Richard M. Cocchiaro

12/18/2008

**Signature of Reporting Person

Date

2 Reporting Owners

Edgar Filing: COCCHIARO RICHARD M - Form 4

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) Mr. Cocchiaro disclaims beneficial ownership of these shares.
- (2) The original 11,000 options vested as follows: 33.33% on 1/26/2002; 33.33% on 1/26/2003; and 33.34% on 1/26/2004.

Remarks:

EXHIBIT LIST

Exhibit 24 - Power of Attorney

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.