KFORCE INC Form 4 May 11, 2009

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

5,000

I

Form 4 or 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

2. Issuer Name and Ticker or Trading

1(b).

Stock

(Print or Type Responses)

SUTTER HOWARD W

1. Name and Address of Reporting Person *

(Last) (First) (Middle) 1001 EAST PALM AVENUE			Symbol KFORCE INC [kfrc] 3. Date of Earliest Transaction (Month/Day/Year) 05/07/2009						(Check all applicable) _X_ Director 10% Owner Selow) Location			
					4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
	(City)	(State)	(Zip)	T. 1	1. T N		D	C		Person	. 6 D 6°	!-II- O 1
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	•	ed Date, if	3.	ectio	4. Securiti n(A) or Dis (Instr. 3, 4)	ies Ac sposed	quired 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	05/07/2009			M		15,000	A	\$ 7.25	68,554 <u>(1)</u>	D	
	Common Stock	05/07/2009			F(2)		11,163	D	\$ 10.28	57,391 <u>(1)</u>	D	
	Common Stock									1,541,316	I	By: Sutter Investments Limited Partnership
	Common									5,000	ī	Ry: Wife

By: Wife

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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 o	of 2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exerc	cisable and	7. Title and A	Amount of	8
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securities		J
Security	or Exercise		any	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	(Instr. 8) Acquired (A)					(
	Derivative				or Disposed of					
	Security			(D)						
	•				(Instr. 3, 4,					
					and 5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (right to	\ / / \	05/07/2009		M	15,000	<u>(3)</u>	09/02/2009	Common Stock	15,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
·r···	Director	10% Owner	Officer	Other			
SUTTER HOWARD W 1001 EAST PALM AVENUE TAMPA, FL 33605	X		Vice President				

Signatures

Judy M. Genshino-Kelly, Attorney-in-Fact for Howard W.
Sutter

05/11/2009

**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 40,766 shares of restricted stock.
- (2) Shares were withheld by the issuer to cover the exercise price of 15,000 options exercised and the minimum income tax withholding requirements.
- (3) The original options vested as follows: 20% on September 2, 2000, 30% on September 2, 2001; and 50% on September 2, 2002.

Remarks:

Reporting Owners 2

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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.