SANDERS WILLIAM L

Form 4

December 29, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB Number: 3235-0287 January 31,

Expires: 2005

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Check this box if no longer subject to

Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

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).

Common

Stock

12/28/2010

(Print or Type Responses)

1. Name and Address of Reporting Person * SANDERS WILLIAM 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 o	f Earliest T	ransaction			(Chech	х ин иррпецые	<i>)</i>		
1001 EAST PALM AVENUE			(Month/Day/Year) 12/27/2010					Director 10% Owner _X Officer (give title Other (specify below) below) President				
(Street)			4. If Ame	endment, D	ate Origina	ıl	ϵ	6. Individual or Jo	int/Group Filir	ıg(Check		
TAMPA, FL 33605			· · · · · · · · · · · · · · · · · · ·					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	le I - Non-l	Derivative	Secur	ities Acqui	ired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) oner Disposed of (D) (Instr. 3, 4 and 5) (A) or			Securities Owner Beneficially Form Owned Direct Following or Inc. Reported (I)	Ownership Form: Direct (D) or Indirect	Beneficial D) Ownership ect (Instr. 4)		
Common Stock	12/27/2010			S(1)	Amount 20,000	(D)	Price \$ 16.532 (2)	366,297 (3)	D			
Common Stock	12/28/2010			S <u>(1)</u>	37,759	D	\$ 16.581 (4)	328,538 (3)	D			

 $S^{(1)}$

962

\$

(4)

16.581 279,799

D

By: William

L.

Sanders Trust (5)

I

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By: Karen Common M. 172,058 I Stock Sanders Trust (6)

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
	Derivative	Conversion	sion (Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	Expiration Date		Amount of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
		Derivative		•		Securities	3		(Instr.	3 and 4)		Own
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date Exercisable	Expiration Date	Title	or		
										Number		
				C 1 V	(A) (D)				of			
					Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 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. 12/29/2010 Sanders

> **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 sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on December 21, 2010.
- (2) This transaction was executed in multiple trades at prices ranging from \$16.515 to \$16.533. 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

Reporting Owners 2

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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..

- (3) Includes 320,839 shares of restricted stock.
 - This transaction was executed in multiple trades at prices ranging from \$16.575 to \$16.642. 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
- (4) weighted average safe 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) Shares are held by the William L. Sanders Trust, dated 12/26/2007.
- (6) 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. 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.