KFORCE INC Form 4 January 07, 2011

## FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

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

January 31, Expires: 2005

Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response...

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

0.5

1(b).

Common

Common

Stock

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * SUTTER HOWARD W			Issuer Name and mbol FORCE INC		r Trad	ing	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(			Date of Earliest onth/Day/Year) /06/2011				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Vice Chairman		
тамра 1	. If Amendment, Date Original iled(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				
TAMPA, I	(State)	(Zip)					Person		
(City)	(State)	(Zip)	Table I - Non	-Derivative	Secu	rities Acq	uired, Disposed	of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code	4. Securit or(A) or Dis (Instr. 3, 4	sposed	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	01/06/2011		M	16,665	A	\$ 3.493	109,494 (1)	D	
Common Stock	01/06/2011		F(2)	3,777	D	\$ 17.3	105,717 (1)	D	

By: Sutter

Limited Partnership

By: Wife

1,541,316

5,000

Ι

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Investments

#### Edgar Filing: KFORCE INC - Form 4

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

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

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. Transactic Code (Instr. 8)	5. Number of tionDerivative 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 or Number of Shares
Options (right to buy)	\$ 3.493	01/06/2011		M		16,665	(3)	01/26/2011	Common Stock	16,665

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Othe			
SUTTER HOWARD W 1001 EAST PALM AVENUE TAMPA, FL 33605	X		Vice Chairman				

## **Signatures**

David M. Kelly, Attorney-in-Fact for Howard W. Sutter 01/07/2011

\*\*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 61,504 shares of restricted stock.
- (2) Shares were withheld by the issuer to cover the cost of the options and the minimum income tax withholding requirements associated with the exercise of 16,665 options.
- (3) Options vested as follow: 5,555 on January 26, 2002; 5,555 on January 26, 2003; and 5,555 on January 26, 2004.

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.

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