

Ettore Michael
 Form 4
 February 16, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Ettore Michael

(Last) (First) (Middle)
 1001 EAST PALM AVENUE
 (Street)

TAMPA, FL 33605

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 KFORCE INC [kfrc]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/12/2010

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)
 Chief Services Officer

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 | 02/12/2010 | | M | | 25,000 | A \$ 3.49 | 304,331 ⁽¹⁾ D |
| Common Stock | 02/12/2010 | | M | | 25,000 | A \$ 5.3 | 329,331 ⁽¹⁾ D |
| Common Stock | 02/12/2010 | | M | | 20,000 | A \$ 9.35 | 349,331 ⁽¹⁾ D |
| Common Stock | 02/12/2010 | | M | | 32,011 | A \$ 10.95 | 381,342 ⁽¹⁾ D |
| Common Stock | 02/12/2010 | | S ⁽²⁾ | | 216,809 | D \$ 13.768 | 164,533 ⁽¹⁾ D |
| | | | | | | ⁽³⁾ | |

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Common stock 02/15/2010 F⁽⁴⁾ 661 D \$ 13.9 163,872 ⁽⁵⁾ D

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Options (right to buy) | \$ 3.49 | 02/12/2010 | | M | 25,000 | ⁽⁶⁾ 01/26/2011 | | Common | 25,000 |
| Options (right to buy) | \$ 5.3 | 02/12/2010 | | M | 25,000 | ⁽⁷⁾ 01/17/2012 | | Common | 25,000 |
| Options (right to buy) | \$ 9.35 | 02/12/2010 | | M | 20,000 | 12/30/2004 01/01/2014 | | Common | 20,000 |
| Options (right to buy) | \$ 10.95 | 02/12/2010 | | M | 32,011 | 06/30/2005 12/21/2014 | | Common | 32,011 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ettore Michael 1001 EAST PALM AVENUE TAMPA, FL 33605 | | | Chief Services Officer | |

Signatures

Jeffrey B. Hackman, Attorney-in-Fact for Michael
Ettore

02/16/2010

__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 164,533 shares of restricted stock.
- (2) The sales reported in this Form 4 were effected pursuant to 10b5-1 trading plans adopted by the reporting person on February 12, 2010.
This transaction was executed in multiple trades at prices ranging from \$13.75 to \$13.78. 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
- (3) 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) Shares were withheld by the issuer solely to cover the minimum income tax withholding requirements associated with the vesting of 2,500 shares of restricted stock.
- (5) Includes 162,033 shares of restricted stock.
- (6) Options vested as follow: 8,334 on January 26, 2002; 8,333 on January 26, 2003; and 8,333 on January 26, 2004.
- (7) Options vested as follow: 5,000 on January 17, 2003; 7,500 on January 17, 2004; and 12,500 on January 17, 2005.

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.
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