

DUNKEL DAVID L

Form 4

January 24, 2005

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DUNKEL DAVID L

(Last) (First) (Middle)

1001 EAST PALM AVENUE

(Street)

TAMPA, FL 33605

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/20/2005

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 Executive 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)
Common Stock	01/20/2005		G	V 179,115 D \$ 0 0		I	FLIT Trust (1)
Common Stock	01/20/2005		G	V 179,115 A \$ 0 179,115		I	Irrevocable Trust (2)
Common Stock					253,584 (3)	D	
Common Stock					1,443,979	I	2003 GRAT (4)
Common Stock					156,021	I	2004 GRAT (5)

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Common Stock	530	I	Custodian for Daughter
Common Stock	410	I	Custodian for Son
Common Stock	320	I	Custodian for Son

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
DUNKEL DAVID L 1001 EAST PALM AVENUE TAMPA, FL 33605	X	X	Chief Executive Officer	

Signatures

Michael R. Hurley, attorney-in-fact for David L Dunkel 01/21/2005

__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) Shares were held in the David L. Dunkel Florida Intangible Tax Trust.
- (2) Shares are held in the David L. Dunkel Amended and Restated Revocable Living Trust, dated 10/3/2003.
- (3) Shares include 38,330 shares of restricted stock that will vest on January 1, 2006 and 98,166 shares of restricted stock that will vest on December 21, 2006.
- (4) Shares are held by the David L. Dunkel 2003 Grantor Retained Annuity Trust, dated 10/3/2003.
- (5) Shares are held by the David L. Dunkel 2004 Grantor Retained Annuity Trust, dated 4/13/2004

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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