

KFORCE INC
Form 4
June 01, 2006

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 *
MCMAHAN STEPHEN J

(Last) (First) (Middle)

1001 EAST PALM AVENUE

(Street)

TAMPA, FL 33605

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/31/2006

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 Sales 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	(A) or (D)	Price			
Common Stock	05/31/2006		M		26,404	A	\$ 3.4925	26,785	D	
Common Stock	05/31/2006		M		4,008	A	\$ 8.22	30,793	D	
Common Stock	05/31/2006		M		25,000	A	\$ 7.25	55,793	D	
Common Stock	05/31/2006		M		3,052	A	\$ 5.3	58,845	D	
Common Stock	05/31/2006		F		15,464	D	\$ 15.241	43,381	D	

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Common Stock 05/31/2006 S 43,000 D \$ 15.241 381 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)	8. Amount or Number of Shares
Options (right to buy)	\$ 8.22	05/31/2006		M	4,008	<u>(1)</u> 07/26/2006	Common	4,008
Options (right to buy)	\$ 7.25	05/31/2006		M	25,000	<u>(2)</u> 09/02/2009	Common	25,000
Options (right to buy)	\$ 3.4925	05/31/2006		M	26,404	<u>(3)</u> 01/26/2011	Common	26,404
Options (right to buy)	\$ 5.3	05/31/2006		M	3,052	<u>(4)</u> 01/17/2012	Common	3,052

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCMAHAN STEPHEN J 1001 EAST PALM AVENUE TAMPA, FL 33605	Chief Sales Officer

Signatures

Michael R. Hurley, attorney-in-fact for Stephen J.
McMahan

06/01/2006

__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 options were exercisable in three annual installments beginning on 7/26/1997.
- (2) The options were exercisable in three annual installments beginning on 9/2/2000.
- (3) The options were exercisable in three annual installments beginning on 1/26/2002.
- (4) The options were exercisable in three annual installments beginning on 1/17/2003.

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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