

KFORCE INC
Form 3
February 15, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â MCMAHAN STEPHEN J		(Month/Day/Year)	KFORCE INC [kfrc]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1001 EAST PALM AVENUE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Sales Officer	
TAMPA, Â FL Â 33605			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	381	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Options (right to buy)	Â (1)	07/26/2006	Common Stock	4,257	\$ 8.22	D	Â
Options (right to buy)	Â (2)	04/20/2008	Common Stock	4,000	\$ 27.875	D	Â
Options (right to buy)	Â (3)	09/02/2009	Common Stock	25,000	\$ 7.25	D	Â
Options (right to buy)	Â (4)	01/26/2011	Common Stock	40,000	\$ 3.4925	D	Â
Options (right to buy)	Â (5)	01/17/2012	Common Stock	40,000	\$ 5.3	D	Â
Options (right to buy)	11/30/2004	01/01/2014	Common Stock	20,000	\$ 9.35	D	Â
Options (right to buy)	06/30/2005	12/22/2014	Common Stock	20,000	\$ 10.95	D	Â

Reporting Owners

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

Signatures

Steve McMahan 02/15/2006
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 4/20/1999.
- (3) The options were exercisable in three annual installments beginning on 9/2/2000.
- (4) The options were exercisable in three annual installments beginning on 1/26/2002.
- (5) The options were exercisable in three annual installments beginning on 1/17/2003.

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Remarks:

Exhibit List: 24 Power of Attorney (CE)

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.