

KFORCE INC
Form SC 13G/A
February 12, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 6)

Kforce Inc.

(Name of Issuer)

Common Stock, par value \$.01

(Title of Class of Securities)

493732 10 1

(CUSIP Number)

December 31, 2003

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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| | | | |
|--|---|---|--|
| | NAME OF REPORTING PERSON David L. Dunkel | | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/> | | |
| 3 | SEC USE ONLY | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION U.S.A. | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 4,538,306 | |
| | 6 | SHARED VOTING POWER 16,712 (disclaims beneficial ownership) | |
| | 7 | SOLE DISPOSITIVE POWER 3,269,075 | |
| | 8 | SHARED DISPOSITIVE POWER 16,712 (disclaims beneficial ownership) | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,555,018 | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* <input type="checkbox"/> | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 14.2% | | |
| 12 | TYPE OF REPORTING PERSON* IN | | |
| | | | |

***SEE INSTRUCTIONS BEFORE FILLING OUT.**

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This Amendment No. 6 to Schedule 13G as amended, is being filed on behalf of David L. Dunkel relating to the common stock \$.01 par value (the "Common Stock") of Kforce Inc., a Florida corporation (the "Issuer"). The terms defined in the Schedule 13G as amended, shall have the same meaning when used herein. This Amendment is being filed pursuant to Rule 13d-2 of the General Rules and Regulations under the Securities Exchange Act of 1934 as amended. Only those items reported herein are amended. All other items remain unchanged.

Item 4. Ownership

(a) Amount Beneficially Owned (describe): Of the 4,555,018 shares reported pursuant to this Schedule 13G; 1,600,000 shares are held by Mr. Dunkel's Grantor Retained Annuity Trust; 125,400 shares are currently held by Mr. Dunkel's Revocable Living Trust; 16,712 shares are held by Mr. Dunkel's spouse; 1,260 shares are held in custody for Mr. Dunkel's children; 1,384,334 shares are subject to options exercisable within 60 days of December 31, 2003; 110,096 shares are held directly by Mr. Dunkel; 47,985 shares of restricted stock are held directly by Mr. Dunkel; and 1,269,231 shares are held by Mr. Dunkel's former spouse, for which Mr. Dunkel has voting power but no dispositive power. Mr. Dunkel disclaims the 16,712 shares held by his spouse.

(b) Percent of Class: 14.2 %, based on the 30,730,221 outstanding shares reported on the most recently filed Form 10-Q for the quarter ending September 30, 2003, along with Mr. Dunkel's options exercisable within 60 days of December 31, 2003.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 4,538,306

(ii) Shared power to vote or to direct the vote: 16,712

(Mr. Dunkel disclaims beneficial ownership of these shares)

(iii) Sole power to dispose or to direct the disposition of: 3,269,075

(iv) Shared power to dispose or to direct the disposition of: 16,712

(Mr. Dunkel disclaims beneficial ownership of these shares)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2004

/s/David L. Dunkel

David L. Dunkel