

KELLY DAVID M  
Form 4/A  
March 25, 2003

**Form 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**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**

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Kelly</b>	<b>David</b>	<b>M.</b>	<b>Kforce Inc. (KFRC)</b>		[ ] Director [ ] 10% Owner		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year	[X] Officer (give title below) [ ] Other (specify below)		
<b>1001 East Palm Avenue</b>					<b>Chief Accounting Officer</b>		
(Street)			5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)			
<b>Tampa,</b>	<b>Florida</b>	<b>33605</b>		[X] Form filed by One Reporting Person [ ] Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>				

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	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 transactions (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			V		Amount	(A) or (D)	Price			
Common Stock								9,700(1)	D	

(1) The transaction on the original Form 4 should have been set forth on Table II. Therefore, Mr. Kelly's direct holdings in column 5 were overstated by

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921 shares and should have been 9,700 shares.

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**FORM 4 (continued) 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)	3. A 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. Number of Derivative Securities Beneficially Owned following reported transactions (Instr. 4)
						(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Phantom Stock	1-for-1	1/31/03		A	V	921		1/31/05	--	Common	921		921
Phantom Stock	1-for-1	3/5/03		I	V	9,904		immed.	(2)	Common	9,904		9,904

(2) Shares of phantom stock are payable in cash following termination of the reporting person's employment with Kforce.

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). /s/ Michael R. Hurley March 25, 2003

By: **Michael R. Hurley,** Date  
**Attorney-in-Fact**

For: **David M. Kelly**

\*\*Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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