

ADMINISTAFF INC \DE\

Form 4

March 01, 2011

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHARP DOUGLAS S

(Last) (First) (Middle)

**19001 CRESCENT SPRINGS
 DRIVE**

(Street)

KINGWOOD, TX 77339

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol

ADMINISTAFF INC \DE\ [ASF]

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

02/28/2011

4. If Amendment, Date Original
 Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

SVP Finance, CFO & Treasurer

6. Individual or Joint/Group Filing(Check
 Applicable Line)
X 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 Ownership (Instr. 4)
Common Stock	02/28/2011		M	1,000	A \$ 23.48	75,123	D
Common Stock	02/28/2011		S	2,100	D \$ 30 (1)	73,023	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 information contained in this form are not
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SEC 1474
 (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
Employee Stock Option (right to buy)	\$ 23.48	02/28/2011		M	1,000	<u>(2)</u> 10/02/2011	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships
SHARP DOUGLAS S 19001 CRESCENT SPRINGS DRIVE KINGWOOD, TX 77339	Director 10% Owner Officer SVP Finance, CFO & Treasurer

Signatures

Daniel D. Herink, by power of attorney 03/01/2011

__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) Weighted average sales price. Actual prices ranged from \$30.00 to \$30.046. Full information regarding the number of shares sold at each separate price will be provided upon request to the SEC's staff, Administaff, Inc. or its stockholders.

(2) The options became exercisable in three equal annual installments beginning on October 2, 2002.

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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