

PIERCE KEN W  
Form 4/A  
March 26, 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>Pierce</b>	<b>Ken</b>	<b>W.</b>	<b>Kforce Inc. (KFRC)</b>		<input type="checkbox"/> Director <input type="checkbox"/> <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  <b>Senior Vice President and Chief Marketing Officer</b>	
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>1001 East Palm Avenue</b>						
(Street)			5. If Amendment, Date of Original (Month/Day/Year)			
<b>Tampa,</b>	<b>Florida</b>	<b>33605</b>	<b>March 5, 2003</b>			
(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								55,681(1)	D	

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(1) The transaction on the original Form 4 for 3,651 shares should have been set forth on Table II. Also, the original Form 4 included 4,286 shares acquired under the Kforce Inc. Employee Stock Purchase Plan on 1/31/03, which the total amount of shares acquired should have been 2,143. Therefore, Mr. Pierce's direct holdings in column 5 were overstated by 5,794 shares and should have been 55,681 shares. In addition, the amount of shares include 21,593 shares of restricted stock that will vest on January 16, 2007.

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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				
Phantom Stock	1-for-1	1/31/03		A	V	3,651		1/31/05	--	Common	3,651		3,651

\*\* 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,  
Attorney-in-Fact**

Date

**For: Ken W. Pierce**

\*\*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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