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

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2010

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number 1-10427

ROBERT HALF INTERNATIONAL INC.

(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation or organization)	**94-1648752** (I.R.S. Employer Identification No.)
2884 Sand Hill Road, Menlo Park, California (Address of principal executive offices)	**94025** (Zip code)

Registrant's telephone number, including area code: **(650) 234-6000**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Name of each exchange on which registered**
Common Stock, Par Value $.001 per Share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. (Check one):

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company. ☐ Yes ☒ No

As of June 30, 2010, the aggregate market value of the Common Stock held by non-affiliates of the registrant was approximately $3,239,675,862 based on the closing sale price on that date. This amount excludes the market value of 10,024,583 shares of Common Stock directly or indirectly held by registrant's directors and officers and their affiliates.

As of January 31, 2011, there were 146,300,797 outstanding shares of the registrant's Common Stock.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement to be mailed to stockholders in connection with the registrant's annual meeting of stockholders, scheduled to be held in May 2011, are incorporated by reference in Part III of this report. Except as expressly incorporated by reference, the registrant's Proxy Statement shall not be deemed to be part of this report.

PART I

Item 1. Business

Robert Half International Inc. (the "Company") provides specialized staffing and risk consulting services through such divisions as *Accountemps®, Robert Half® Finance & Accounting, OfficeTeam®, Robert Half® Technology, Robert Half® Management Resources, Robert Half® Legal, The Creative Group®,* and *Protiviti®*. The Company, through its *Accountemps, Robert Half Finance & Accounting*, and *Robert Half Management Resources* divisions, is the world's largest specialized provider of temporary, full-time, and project professionals in the fields of accounting and finance. *OfficeTeam* specializes in highly skilled temporary administrative support personnel. *Robert Half Technology* provides information technology professionals. *Robert Half Legal* provides temporary, project, and full-time staffing of attorneys and specialized support personnel within law firms and corporate legal departments. *The Creative Group* provides project staffing in the advertising, marketing, and web design fields. *Protiviti*, which began operations in 2002, is a global business consulting and internal audit firm. *Protiviti*, which primarily employs professionals specializing in risk, advisory and transactional services, is a wholly-owned subsidiary of the Company.

The Company's business was originally founded in 1948. Prior to 1986, the Company was primarily a franchisor, under the names *Accountemps* and *Robert Half* (now called *Robert Half Finance & Accounting*), of offices providing temporary and full-time professionals in the fields of accounting and finance. Beginning in 1986, the Company and its current management embarked on a strategy of acquiring franchised locations. All of the franchises have been acquired. The Company believes that direct ownership of offices allows it to better monitor and protect the image of its tradenames, promotes a more consistent and higher level of quality and service throughout its network of offices and improves profitability by centralizing many of its administrative functions. Since 1986, the Company has significantly expanded operations at many of the acquired locations, opened many new locations and acquired other local or regional providers of specialized temporary service personnel. The Company has also expanded the scope of its services by launching the new product lines *OfficeTeam*, *Robert Half Technology*, *Robert Half Management Resources*, *Robert Half Legal* and *The Creative Group*.

In 2002, the Company hired more than 700 professionals who had been affiliated with the internal audit and business and technology risk consulting practice of Arthur Andersen LLP, including more than 50 individuals who had been partners of Andersen. These professionals formed the base of the Company's Protiviti Inc. subsidiary. *Protiviti®* has enabled the Company to enter the market for business consulting and internal audit services, which market the Company believes offers synergies with its traditional lines of business.

Accountemps

The *Accountemps* temporary services division offers customers a reliable and economical means of dealing with uneven or peak work loads for accounting, tax and finance personnel caused by such predictable events as vacations, taking inventories, tax work, month-end activities and special projects and such unpredictable events as illness and emergencies. Businesses view the use of temporary employees as a means of controlling personnel costs and converting such costs from fixed to variable. The cost and inconvenience to clients of hiring and firing regular employees are eliminated by the use of *Accountemps* temporaries. The temporary workers are employees of *Accountemps* and are paid by *Accountemps*. The customer pays a fixed rate only for hours worked.

Accountemps clients may fill their regular employment needs by using an *Accountemps* employee on a trial basis and, if so desired, "converting" the temporary position to a regular position. The client typically pays a one-time fee for such conversions.

OfficeTeam

The Company's *OfficeTeam* division, which commenced operations in 1991, places temporary and full-time office and administrative personnel, ranging from word processors to office managers. *OfficeTeam* operates in much the same fashion as the *Accountemps* and *Robert Half Finance & Accounting* divisions.

Robert Half Finance & Accounting

The Company's *Robert Half Finance & Accounting* division specializes in the placement of full-time accounting, financial, tax and banking personnel. Fees for successful placements are paid only by the employer and are generally a percentage of the new employee's annual compensation. No fee for placement services is charged to employment candidates.

Robert Half Technology

The Company's *Robert Half Technology* division, which commenced operations in 1994, specializes in providing information technology contract consultants and placing full-time employees in areas ranging from multiple platform systems integration to end-user support, including specialists in programming, networking, systems integration, database design and help desk support.

Robert Half Legal

Since 1992, the Company has been placing temporary and full-time employees in attorney, paralegal, legal administrative and legal secretarial positions through its *Robert Half Legal* division. The legal profession's requirements (the need for confidentiality, accuracy and reliability, a strong drive toward cost-effectiveness, and frequent peak workload periods) are similar to the demands of the clients of the *Accountemps* division.

Robert Half Management Resources

The Company's *Robert Half Management Resources* division, which commenced operations in 1997, specializes in providing senior level project professionals in the accounting and finance fields, including chief financial officers, controllers, and senior financial analysts, for such tasks as financial systems conversions, expansion into new markets, business process reengineering and post-merger financial consolidation.

The Creative Group

The Creative Group division commenced operations in 1999 and serves clients in the areas of advertising, marketing and web design and places project consultants in a variety of positions such as creative directors, graphics designers, web content developers, web designers, media buyers, and public relations specialists.

Protiviti

Protiviti is a global business consulting and internal audit firm composed of experts specializing in risk, advisory and transactional services. The firm helps clients solve problems in finance and transactions, operations, technology, litigation, governance, risk and compliance.

Marketing and Recruiting

The Company markets its staffing services to clients as well as employment candidates. Local marketing and recruiting are generally conducted by each office or related group of offices. Local advertising directed to clients and employment candidates consists of radio, websites, job banks and trade shows. Direct marketing through e-mail, regular mail and telephone solicitation also constitutes a significant portion of the Company's total advertising. National advertising conducted by the Company consists primarily of radio and of print advertisements in national newspapers, magazines and trade journals. Additionally, the Company has expanded its use of job boards in all aspects of sales and recruitment. Joint marketing arrangements have been entered into with major software manufacturers and typically provide for development of proprietary skills tests, cooperative advertising, joint mailings and similar promotional activities. The Company also actively seeks endorsements and affiliations with professional organizations in the business management, office administration and professional secretarial fields. The Company also conducts public relations activities designed to enhance public recognition of the Company and its services. Local employees are encouraged to be active in civic organizations and industry trade groups.

Protiviti markets its business consulting and internal audit services to a variety of clients in a range of industries. Industry and competency teams conduct targeted marketing efforts, both locally and nationally, including print advertising and branded speaking events, with support from *Protiviti* management. National advertising conducted by *Protiviti* consists primarily of print advertisements in national newspapers, magazines and selected trade journals. *Protiviti* has initiated a national direct mail program to share information with clients on current corporate governance and risk management issues. It conducts public relations activities, such as press releases and newsletters, designed to enhance recognition for the *Protiviti* brand, establish its expertise in key issues surrounding its business and promote its services. *Protiviti* plans to expand both the services and value added content on the *Protiviti.com* website and increase traffic through targeted Internet advertising. Local employees are encouraged to be active in civic organizations and industry trade groups.

The Company and its subsidiaries own many trademarks, service marks and tradenames, including the *Robert Half® Finance & Accounting, Accountemps®, OfficeTeam®, Robert Half® Technology, Robert Half® Management Resources, Robert Half® Legal, The Creative Group®* and *Protiviti®* marks, which are registered in the United States and in a number of foreign countries.

Organization

Management of the Company's staffing operations is coordinated from its headquarters facilities in Menlo Park and San Ramon, California. The Company's headquarters provides support and centralized services to its offices in the administrative, marketing, public relations, accounting, training and legal areas, particularly as it relates to the standardization of the operating procedures of its offices. As of December 31, 2010, the Company conducted its staffing services operations through more than 350 offices in 42 states, the District of Columbia and 18 foreign countries. Office managers are responsible for most activities of their offices, including sales, local advertising and marketing and recruitment.

The day-to-day operations of *Protiviti* are managed by a chief executive officer and a senior management team with operational and administrative support provided by individuals located in San Ramon and Menlo Park, California. As of December 31, 2010, *Protiviti* had 60 offices in 23 states and 15 foreign countries.

Competition

The Company's staffing services face competition in attracting clients as well as skilled specialized employment candidates. The staffing business is highly competitive, with a number of firms offering services similar to those provided by the Company on a national, regional or local basis. In many areas the local companies are the strongest competitors. The most significant competitive factors in the staffing business are price and the reliability of service, both of which are often a function of the availability and quality of personnel. The Company believes it derives a competitive advantage from its long experience with and commitment to the specialized employment market, its national presence, and its various marketing activities.

Protiviti faces competition in its efforts to attract clients and win proposal presentations. The risk consulting and internal audit businesses are highly competitive. In addition, the changing regulatory environment is increasing opportunities for non-attestation audit and risk consulting services. The principal competitors of *Protiviti* remain the "big four" accounting firms. Significant competitive factors include reputation, technology, tools, project methodologies, price of services and depth of skills of personnel. *Protiviti* believes its competitive strengths lie in its unique ability to couple the deep skills and proven methodologies of its "big four" heritage with the customer focus and attention of a smaller organization.

Employees

The Company has approximately 10,400 full-time employees, including approximately 2,300 engaged directly in *Protiviti* operations. In addition, the Company placed approximately 176,000 temporary employees on assignments with clients during 2010. Employees placed by the Company on assignment with clients are the Company's employees for all purposes while they are working on assignments. The Company pays the related costs of employment, such as workers' compensation insurance, state and federal unemployment taxes, social security and certain fringe benefits. The Company provides access to voluntary health insurance coverage to interested temporary employees.

Other Information

The Company's current business constitutes three business segments. (See Note M of Notes to Consolidated Financial Statement in Item 8. Financial Statements and Supplementary Data for financial information about the Company's segments.)

The Company is not dependent upon a single customer or a limited number of customers. The Company's staffing services operations are generally more active in the first and fourth quarters of a calendar year. *Protiviti*, which has been in operation since May 2002, is generally more active in the third and fourth quarters of a calendar year. Order backlog is not a material aspect of the Company's staffing services business. While backlog is of greater importance to *Protiviti*, the Company does not believe, based upon the length of time of the average *Protiviti* engagement, that backlog is a material aspect of the *Protiviti* business. No material portion of the Company's business is subject to government contracts.

Information about foreign operations is contained in Note M of Notes to Consolidated Financial Statements in Item 8. The Company does not have export sales.

Available Information

The Company's Internet address is *www.rhi.com*. The Company makes available, free of charge, through its website, its Annual Reports on Form 10-K, proxy statements for its annual meetings of stockholders, its Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K, and any amendments to those reports, as soon as is reasonably practicable after such reports are filed with or furnished to the Securities and Exchange Commission. Also available on the Company's website are its Corporate Governance Guidelines, its Code of Business Conduct and Ethics, and the charters for its Audit Committee, Compensation Committee and Nominating and Governance Committee, each of which is available in print to any stockholder who makes a request to Robert Half International Inc., 2884 Sand Hill Road, Menlo Park, CA 94025, Attn: Corporate Secretary. The Company's Code of Business Conduct and Ethics is the Code of Ethics required by Item 406 of Securities and Exchange Commission Regulation S-K. The Company intends to satisfy any disclosure obligations under Item 5.05 of Form 8-K regarding any amendment or waiver relating to its Code of Business Conduct and Ethics by posting such information on its website.

Item 1A. Risk Factors

The Company's business prospects are subject to various risks and uncertainties that impact its business. The most important of these risks and uncertainties are as follows:

The global economic crisis may continue to harm the Company's business and financial condition. The world economy may continue in a prolonged economic downturn characterized by high unemployment, limited availability of credit and decreased consumer and business spending. Given the nature of the Company's business, financial results could be significantly harmed should such a prolonged downturn occur. In the past, the Company's business has suffered during periods of high unemployment as demand for staffing services tends to significantly decrease during such periods. This impact on the Company's business could be further dramatized given the unprecedented impact it has had and may continue to have on the global labor markets. In addition, the impact of the economic crisis could harm the Company's financial condition. At December 31, 2010, the Company had approximately $315 million in cash and cash equivalents. The Company has historically invested these amounts in U.S. treasuries and government agencies, bank deposits, corporate debt, money market funds, commercial paper and municipal bonds meeting certain criteria. Certain of these investments are subject to general credit, liquidity, market and interest rate risks. These risks associated with the Company's investment portfolio may negatively impact the Company's financial condition.

Any reduction in global economic activity may harm the Company's business. The demand for the Company's services, in particular its staffing services, is highly dependent upon the state of the economy and upon the staffing needs of the Company's clients. Any variation in the economic condition or unemployment levels of the U.S. or of any of the foreign countries in which the Company does business, or in the economic condition of any region of any of the foregoing, or in any specific industry may severely reduce the demand for the Company's services and thereby significantly decrease the Company's revenues and profits.

The Company's business depends on a strong reputation and anything that harms its reputation will likely harm its results. As a provider of temporary and permanent staffing solutions as well as consultant services, the Company's reputation is dependent upon the performance of the employees it places with its clients and the services rendered by its consultants. If the Company's clients become dissatisfied with the performance of those employees or consultants or if any of those employees or consultants engage in conduct that is harmful to the Company's clients, the Company's ability to maintain or expand its client base may be harmed.

The Company and certain subsidiaries are defendants in several lawsuits alleging various wage and hour claims that could cause the Company to incur substantial liabilities. The Company and certain subsidiaries are defendants in several actual or asserted class and representative action lawsuits brought by or on behalf of the Company's current and former employees alleging violations of federal and state law with respect to certain wage and hour matters. All of such lawsuits allege, among other things, the misclassification of certain employees as exempt employees under applicable law and other related wage and hour violations and seek an unspecified amount for unpaid overtime compensation, statutory penalties, and other damages, as well as attorneys' fees. It is not possible to predict the outcome of these lawsuits. However, these lawsuits may consume substantial amounts of the Company's financial and managerial resources and might result in adverse publicity, regardless of the ultimate outcome of the lawsuits. In addition, the Company and its subsidiaries may become subject to similar lawsuits in the same or other jurisdictions. An unfavorable outcome with respect to these lawsuits and any future lawsuits could, individually or in the aggregate, cause the Company to incur substantial liabilities that may have a material adverse effect upon the Company's business, financial condition or results of operations. In addition, an unfavorable outcome in one or more of these cases could cause the Company to change its incentive compensation plans for its employees, which could have a material adverse effect upon the Company's business.

The Company faces risks in operating internationally. The Company depends on operations in international markets for a significant portion of its business. These international operations are subject to a number of risks, including general political and economic conditions in those foreign countries, the burden of complying with various foreign laws and technical standards and unpredictable changes in foreign regulations, U.S. legal requirements governing U.S. companies operating in foreign countries, legal and cultural differences in the conduct of business, potential adverse tax consequences and difficulty in staffing and managing international operations. In addition, the Company's business may be affected by foreign currency exchange fluctuations. In particular, the Company is subject to risk in translating its results in foreign currencies into the U.S. dollar. If the value of the U.S. dollar strengthens relative to other currencies, the Company's reported income from these operations could decrease.

The Company may be unable to find sufficient candidates for its staffing business. The Company's staffing services business consists of the placement of individuals seeking employment. There can be no assurance that candidates for employment will continue to seek employment through the Company. Candidates generally seek temporary or regular positions through multiple sources, including the Company and its competitors. Any shortage of candidates could materially adversely affect the Company.

The Company operates in a highly competitive business and may be unable to retain clients or market share. The staffing services business is highly competitive and, because it is a service business, the barriers to entry are quite low. There are many competitors, some of which have greater resources than the Company, and new competitors are entering the market all the time. In addition, long-term contracts form a negligible portion of the Company's revenue. Therefore, there can be no assurance that the Company will be able to retain clients or market share in the future. Nor can there be any assurance that the Company will, in light of competitive pressures, be able to remain profitable or, if profitable, maintain its current profit margins.

The Company may incur potential liability to employees and clients. The Company's temporary services business entails employing individuals on a temporary basis and placing such individuals in clients' workplaces. The Company's ability to control the workplace environment is limited. As the employer of record of its temporary employees, the Company incurs a risk of liability to its temporary employees for various workplace events, including claims of physical injury, discrimination, harassment or failure to protect confidential personal information. While such claims have not historically had a material adverse effect upon the Company, there can be no assurance that such claims in the future will not result in adverse publicity or have a material adverse effect upon the Company. The Company also incurs a risk of liability to its clients resulting from allegations of errors, omissions or theft by its temporary employees, or allegations of misuse of client confidential information. The Company maintains insurance with respect to many of such claims. While such claims have not historically had a material adverse effect upon the Company, there can be no assurance that the Company will continue to be able to obtain insurance at a cost that does not have a material adverse effect upon the Company or that such claims (whether by reason of the Company not having insurance or by reason of such claims being outside the scope of the Company's insurance) will not have a material adverse effect upon the Company.

The Company is dependent on its management personnel and employees and a failure to attract and retain such personnel could harm its business. The Company is engaged in the services business. As such, its success or failure is highly dependent upon the performance of its management personnel and employees, rather than upon technology or upon tangible assets (of which the Company has few). There can be no assurance that the Company will be able to attract and retain the personnel that are essential to its success.

The Company's business is subject to extensive government regulation and a failure to comply with regulations could harm its business. The Company's business is subject to regulation or licensing in many states and in certain foreign countries. While the Company has had no material difficulty complying with regulations in the past, there can be no assurance that the Company will be able to continue to obtain all necessary licenses or approvals or that the cost of compliance will not prove to be material. Any inability of the Company to comply with government regulation or licensing requirements could materially adversely affect the Company. In addition, the Company's temporary services business entails employing individuals on a temporary basis and placing such individuals in clients' workplaces. Increased government regulation of the workplace or of the employer-employee relationship, or judicial or administrative proceedings related to such regulation, could materially adversely affect the Company.

Recent health care reform could increase the costs of the Company's temporary staffing operations. The Company may incur additional costs, including, without limitation, increases in the cost of providing temporary employees, as a result of the Health Care and Education Reconciliation Act of 2010 that was signed into law in March 2010. Such an increase in costs could have a material adverse effect on the Company's profit margins or, if the Company increases its charges to clients, upon the demand for the Company's services, which could materially reduce revenues.

The Company's computer and communications hardware and software systems are vulnerable to damage and interruption. The Company's ability to manage its operations successfully is critical to its success and largely depends upon the efficient and uninterrupted operation of its computer and communications hardware and software systems. The Company's primary computer systems and operations are vulnerable to damage or interruption from power outages, computer and telecommunications failures, computer viruses, security breaches, catastrophic events and errors in usage by the Company's employees.

Failure to maintain adequate financial and management processes and controls could lead to errors in the Company's financial reporting. Failure to maintain adequate financial and management processes and controls could lead to errors in the Company's financial reporting. If the Company's management is unable to certify the effectiveness of its internal controls or if its independent registered public accounting firm cannot render an opinion on the effectiveness of its internal control over financial reporting, or if material weaknesses in the Company's internal controls are identified, the Company could be subject to regulatory scrutiny and a loss of public confidence. In addition, if the Company does not maintain adequate financial and management personnel, processes and controls, it may not be able to accurately report its financial performance on a timely basis, which could cause its stock price to fall.

The demand for the Company's services related to Sarbanes-Oxley or other regulatory compliance may decline. The operations of both the staffing services business and *Protiviti* include services related to Sarbanes-Oxley and other regulatory compliance. There can be no assurance that there will be ongoing demand for these services.

Long-term contracts do not comprise a significant portion of the Company's revenue. Because long-term contracts are not a significant part of the Company's staffing services business, future results cannot be reliably predicted by considering past trends or extrapolating past results.

Protiviti may be unable to attract and retain key personnel. *Protiviti* is a services business, and is dependent upon its ability to attract and retain personnel. While *Protiviti* has retained its key personnel to date, there can be no assurance that it will continue to be able to do so.

Protiviti operates in a highly competitive business and faces competitors who are significantly larger and have more established reputations. *Protiviti* operates in a highly competitive business. As with the Company's staffing services business, the barriers to entry are quite low. There are many competitors, some of which have greater resources than *Protiviti* and many of which have been in operation far longer than *Protiviti*. In particular, *Protiviti* faces competition from the "big four" accounting firms, which have been in operation for a considerable period of time and have established reputations and client bases. Because the principal factors upon which competition is based are reputation, technology, tools, project methodologies, price of services and depth of skills of personnel, there can be no assurance that *Protiviti* will be successful in attracting and retaining clients.

Protiviti's operations could subject it to liability. The business of *Protiviti* consists of providing business consulting and internal audit services. Liability could be incurred or litigation could be instituted against the Company or *Protiviti* for claims related to these activities or to prior transactions or activities. There can be no assurance that such liability or litigation will not have a material adverse impact on *Protiviti* or the Company.

Item 1B. Unresolved Staff Comments.

Not applicable.

Item 2. Properties

The Company's headquarters operations are located in Menlo Park and San Ramon, California. As of December 31, 2010, placement activities were conducted through more than 350 offices located in the United States, Canada, the United Kingdom, Belgium, Brazil, France, the Netherlands, Germany, the Czech Republic, Italy, Luxembourg, Switzerland, Japan, China, Singapore, Australia, New Zealand, Austria and the United Arab Emirates. As of December 31, 2010, *Protiviti* had 60 offices in the United States, Canada, Mexico, Australia, China, France, Germany, Italy, the Netherlands, Japan, Singapore, South Korea, India, the United Kingdom, Belgium and Spain. All of the offices are leased.

Item 3. Legal Proceedings

On September 10, 2004, Plaintiff Mark Laffitte, on behalf of himself and a putative class of salaried Account Executives and Staffing Managers, filed a complaint in California Superior Court naming the Company and three of its wholly owned subsidiaries as Defendants. The complaint alleges that salaried Account Executives and Staffing Managers based in California have been misclassified under California law as exempt employees and seeks an unspecified amount for unpaid overtime pay alleged to be due to them had they been paid as non-exempt hourly employees. In addition, the Plaintiff seeks an unspecified amount for statutory penalties for alleged violations of the California Labor Code arising from the alleged misclassification of these employees as exempt employees. On September 18, 2006, the Court issued an order certifying a class with respect to claims for alleged unpaid overtime pay and related statutory penalties but denied certification with respect to claims relating to meal periods and rest time breaks. The Court has stayed the litigation until a decision by the California Supreme Court in a case titled *Pellegrino, et al. v. Robert Half International Inc*. As previously disclosed, the Company believes that *Pellegrino* is not a material pending legal proceeding. However, rulings by the California Supreme Court in *Pellegrino* or in *Harris v. Superior Court*, a case unrelated to the Company, may have a material adverse bearing on the Company's position in this litigation. At this stage of the litigation, it is not feasible to predict the outcome of or a range of loss, should a loss occur, from this proceeding, and accordingly, no amounts have been provided in the accompanying financial statements. The Company believes it has meritorious defenses to the allegations, and the Company intends to continue to vigorously defend against the litigation.

On September 24, 2007, Plaintiff Van Williamson, on behalf of himself and a putative class of salaried Account Executives and Staffing Managers, filed a complaint in California Superior Court naming the Company and three of its wholly owned subsidiaries as Defendants. The complaint alleges that salaried Account Executives and Staffing Managers based in California were not provided meal periods, paid rest periods, and accurate itemized wage statements. It seeks one hour of wages for each employee for each meal and rest period missed during the statutory liability period. It also seeks an unspecified amount for statutory penalties for alleged violations of the California Labor Code arising from the alleged failure to provide the meal and rest periods and accurate itemized wage statements. The allegations in the complaint are substantially similar to the allegations included in the complaint filed by Mark Laffitte described above. The Court stayed the litigation pending the California Supreme Court's decisions in two cases unrelated to the Company: *Brinker Restaurant Corp. v. Superior Court* and *Harris*, a case referenced in the first paragraph of this Item 3. A ruling in the *Harris* case, the *Brinker* case, and/or the *Pellegrino* case referenced in the first paragraph of this Item 3, may have a material adverse bearing on the Company's position in this litigation. At this stage of the litigation, it is not feasible to predict the outcome of or a range of loss, should a loss occur, from this proceeding, and accordingly, no amounts have been provided in the accompanying financial statements. The Company believes it has meritorious defenses to the allegations, and the Company intends to continue to vigorously defend against the litigation.

On April 23, 2010, Plaintiffs David Opalinski and James McCabe, on behalf of themselves and a putative class of similarly situated Staffing Managers, filed a Complaint in the United States District Court for the District of New Jersey naming the Company and one of its subsidiaries as Defendants. The Complaint alleges that salaried Staffing Managers located throughout the U.S. have been misclassified as exempt from the Fair Labor Standards Act's overtime pay requirements. Plaintiffs seek an unspecified amount for unpaid overtime on behalf of themselves and the class they purport to represent. Plaintiffs also seek an unspecified amount for statutory penalties, attorneys' fees and other damages. At this stage of the litigation, it is not feasible to predict the outcome of or a range of loss, should a loss occur, from this proceeding and, accordingly, no amounts have been provided in the Company's financial statements. The Company believes it has meritorious defenses to the allegations, and the Company intends to vigorously defend against the litigation.

The Company is involved in a number of other lawsuits arising in the ordinary course of business. While management does not expect any of these other matters to have a material adverse effect on the Company's results of operations, financial position or cash flows, litigation is subject to certain inherent uncertainties.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Price, Dividends and Related Matters

The Company's Common Stock is listed for trading on the New York Stock Exchange under the symbol "RHI". On January 31, 2011, there were 4,288 holders of record of the Common Stock.

Following is a list by fiscal quarters of the sales prices of the stock:

2010	Sales Prices High	Sales Prices Low
4th Quarter	$31.04	$25.05
3rd Quarter	$26.50	$21.16
2nd Quarter	$32.25	$22.51
1st Quarter	$31.76	$25.86

2009	Sales Prices High	Sales Prices Low
4th Quarter	$27.40	$21.91
3rd Quarter	$28.06	$20.24
2nd Quarter	$24.96	$16.95
1st Quarter	$21.45	$14.06

Cash dividends of $.13 per share were declared and paid in each quarter of 2010. Cash dividends of $.12 per share were declared and paid in each quarter of 2009.

Issuer Purchases of Equity Securities

	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans	Maximum Number of Shares that May Yet Be Purchased Under Publicly Announced Plans (b)
October 1, 2010 to October 31, 2010	1,056,987(a)	$27.39	—	2,110,200
November 1, 2010 to November 30, 2010	717,242	$27.25	717,242	11,392,958
December 1, 2010 to December 31, 2010	777,552(a)	$30.57	—	11,392,958
Total October 1, 2010 to December 31, 2010	2,551,781		717,242	

(a) Represents shares repurchased in connection with employee stock plans, whereby Company shares were tendered by employees for the payment of applicable withholding taxes and/or exercise price.

(b) Commencing in October 1997, the Company's Board of Directors has, at various times, authorized the repurchase, from time to time, of the Company's common stock on the open market or in privately negotiated transactions depending on market conditions. On November 3, 2010, the Company's Board of Directors authorized the repurchase, from time to time, up to 10,000,000 additional shares of the Company's common stock on the open market or in privately negotiated transactions, depending on market conditions. Since plan inception, a total of 88,000,000 shares have been authorized for repurchase, of which, 76,607,042 shares have been repurchased as of December 31, 2010.

The remainder of the information required by this item is incorporated by reference to Part III, Item 12 of this Form 10-K.

Item 6. Selected Financial Data

The selected five-year financial data presented below should be read in conjunction with the information contained in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, and the Company's Consolidated Financial Statements and the Notes thereto contained in Item 8. Financial Statements and Supplementary Data.

	Years Ended December 31,				
	2010	2009	2008	2007	2006
	(in thousands)				
Income Statement Data:					
Net service revenues	$3,175,093	$3,036,547	$4,600,554	$4,645,666	$4,013,546
Direct costs of services, consisting of payroll, payroll taxes, insurance costs and reimbursable expenses	1,981,060	1,932,868	2,686,983	2,667,838	2,319,293
Gross margin	1,194,033	1,103,679	1,913,571	1,977,828	1,694,253
Selling, general and administrative expenses	1,079,033	1,036,899	1,496,839	1,497,957	1,243,952
Amortization of intangible assets	411	1,460	2,617	2,594	851
Interest income, net	(579)	(1,443)	(5,161)	(13,127)	(16,752)
Income before income taxes	115,168	66,763	419,276	490,404	466,202
Provision for income taxes	49,099	29,500	169,095	194,192	183,024
Net income	$ 66,069	$ 37,263	$ 250,181	$ 296,212	$ 283,178
Net income available to common stockholders	$ 63,729	$ 35,067	$ 242,744	$ 288,763	$ 276,826

	Years Ended December 31,				
	2010	2009	2008	2007	2006
	(in thousands, except per share amounts)				
Net Income Per Share:					
Basic	$ .45	$ .24	$ 1.60	$ 1.81	$ 1.67
Diluted	$ .44	$ .24	$ 1.59	$ 1.78	$ 1.62
Shares:					
Basic	142,833	145,912	151,607	159,767	166,003
Diluted	144,028	146,611	152,528	162,568	170,553
Cash Dividends Declared Per Share	$ .52	$ .48	$ .44	$ .40	$ .32

	December 31,				
	2010	2009	2008	2007	2006
			(in thousands)		
Balance Sheet Data:					
Goodwill and other intangible assets, net	$ 190,006	$ 189,728	$ 189,382	$ 195,143	$ 178,665
Total assets	$1,273,984	$1,283,535	$1,411,850	$1,450,298	$1,459,021
Long-term debt financing	$ 1,656	$ 1,779	$ 1,892	$ 3,753	$ 3,831
Stockholders' equity	$ 834,371	$ 899,810	$ 983,888	$ 984,049	$1,042,671

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Certain information contained in Management's Discussion and Analysis and in other parts of this report may be deemed forward-looking statements regarding events and financial trends that may affect the Company's future operating results or financial positions. These statements may be identified by words such as "estimate", "forecast", "project", "plan", "intend", "believe", "expect", "anticipate", or variations or negatives thereof or by similar or comparable words or phrases. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in the statements. These risks and uncertainties include, but are not limited to, the following: the global financial and economic situation; changes in levels of unemployment and other economic conditions in the United States or foreign countries where the Company does business, or in particular regions or industries; reduction in the supply of candidates for temporary employment or the Company's ability to attract candidates; the entry of new competitors into the marketplace or expansion by existing competitors; the ability of the Company to maintain existing client relationships and attract new clients in the context of changing economic or competitive conditions; the impact of competitive pressures, including any change in the demand for the Company's services, on the Company's ability to maintain its margins; the possibility of the Company incurring liability for its activities, including the activities of its temporary employees, or for events impacting its temporary employees on clients' premises; the possibility that adverse publicity could impact the Company's ability to attract and retain clients and candidates; the success of the Company in attracting, training, and retaining qualified management personnel and other staff employees; the Company's ability to comply with governmental regulations affecting personnel services businesses in particular or employer/employee relationships in general; whether there will be ongoing demand for Sarbanes-Oxley or other regulatory compliance services; the Company's reliance on short-term contracts for a significant percentage of its business; litigation relating to prior or current transactions or activities, including litigation that may be disclosed from time to time in the Company's SEC filings; the ability of the Company to manage its international operations and comply with foreign laws and regulations; the impact of fluctuations in foreign currency exchange rates; the possibility that the additional costs the Company will incur as a result of health care reform legislation may have a material adverse effect on the Company's profit margins or the demand for the Company's services; the possibility that the Company's computer and communications hardware and software systems could be damaged or their service interrupted; and the possibility that the Company may fail to maintain adequate financial and management controls and as a result suffer errors in its financial reporting. Additionally, with respect to Protiviti, other risks and uncertainties include the fact that future success will depend on its ability to retain employees and attract clients; there can be no assurance that there will be ongoing demand for Sarbanes-Oxley or other regulatory compliance services; failure to produce projected revenues could adversely affect financial results; and there is the possibility of involvement in litigation relating to prior or current transactions or activities. Because long-term contracts are not a significant part of the Company's business, future results cannot be reliably predicted by considering past trends or extrapolating past results. Further information regarding these and other risks and uncertainties is contained in Item 1A. "Risk Factors."

Critical Accounting Policies and Estimates

As described below, the Company's most critical accounting policies and estimates are those that involve subjective decisions or assessments.

Accounts Receivable Allowances. The Company maintains allowances for estimated losses resulting from (i) the inability of its customers to make required payments, (ii) temporary placement sales adjustments, and (iii) permanent placement candidates not remaining with the client through the 90-day guarantee period, commonly referred to as "fall offs". The Company establishes these allowances based on its review of customers' credit profiles, historical loss statistics and current trends. The adequacy of these allowances is reviewed each reporting period. Historically, the Company's actual losses and credits have been consistent with these allowances. As a percentage of gross accounts receivable, the Company's accounts receivable allowances totaled 4.8% and 5.6% as of December 31, 2010 and 2009, respectively. As of December 31, 2010, a five-percentage point deviation in the Company's accounts receivable allowances balance would have resulted in an increase or decrease in the allowance of $1.1 million. Although future results cannot always be predicted by extrapolating past results, management believes that it is reasonably likely that future results will be consistent with historical trends and experience. However, if the financial condition of the Company's customers were to deteriorate, resulting in an impairment of their ability to make payments, or if unexpected events or significant future changes in trends were to occur, additional allowances may be required.

Income Tax Assets and Liabilities. In establishing its deferred income tax assets and liabilities, the Company makes judgments and interpretations based on the enacted tax laws and published tax guidance that are applicable to its operations. Deferred tax assets and liabilities are measured and recorded using current enacted tax rates, which the Company expects will apply to taxable income in the years in which those temporary differences are recovered or settled. The likelihood of a material change in the Company's expected realization of these assets is dependent on future taxable income, its ability to use foreign tax credit carryforwards and carrybacks, final U.S. and foreign tax settlements, and the effectiveness of its tax planning in the various relevant jurisdictions.

The Company also evaluates the need for valuation allowances to reduce the deferred tax assets to realizable amounts. Management evaluates all positive and negative evidence and uses judgment regarding past and future events, including operating results, to help determine when it is more likely than not that all or some portion of the deferred tax assets may not be realized. When appropriate, a valuation allowance is recorded against deferred tax assets to offset future tax benefits that may not be realized. Valuation allowances of $31.0 million and $21.2 million were recorded as of December 31, 2010 and December 31, 2009, respectively. The valuation allowances recorded related primarily to net operating losses in certain foreign operations. If such losses are ultimately utilized to offset future operating income, the Company will recognize a tax benefit up to the full amount of the valuation reserve.

While management believes that its judgments and interpretations regarding income taxes are appropriate, significant differences in actual experience may materially affect the future financial results of the Company.

Goodwill Impairment. The Company assesses the impairment of goodwill annually in the second quarter, or more often if events or changes in circumstances indicate that the carrying value may not be recoverable in accordance with Financial Accounting Standards Board ("FASB") authoritative guidance. The Company completed its annual goodwill impairment analysis as of June 30, 2010, and determined that no adjustment to the carrying value of goodwill was required. There were no events or changes in circumstances during the six months ended December 31, 2010, that caused the Company to perform an interim impairment assessment.

FASB authoritative guidance requires a two-step approach for determining goodwill impairment. In the first step the Company determines the fair value of each reporting unit utilizing a present value technique derived from a discounted cash flow methodology. For purposes of this assessment the Company's reporting units are its lines of business. The fair value of the reporting unit is then compared to its carrying value. If the fair value of the reporting unit exceeds the carrying value of the net assets assigned to that unit, goodwill is not impaired and no further testing is performed. The second step under the FASB guidance is contingent upon the results of the first step. To the extent a reporting unit's carrying value exceeds its fair value, an indication exists that the reporting unit's goodwill may be impaired and the Company must perform a second more detailed impairment assessment. The second step involves allocating the reporting unit's fair value to its net assets in order to determine the implied fair value of the reporting unit's goodwill as of the assessment date. The implied fair value of the reporting unit's goodwill is then compared to the carrying amount of goodwill to quantify an impairment charge as of the assessment date.

The Company's reporting units are *Accountemps*, *Robert Half Finance & Accounting*, *OfficeTeam*, *Robert Half Technology*, *Robert Half Management Resources* and *Protiviti*, which had goodwill balances at December 31, 2010, of $127.4 million, $26.6 million, $0.0 million, $7.2 million, $0.0 million and $28.6 million, respectively, totaling $189.8 million. There were no changes to the Company's reporting units or to the allocations of goodwill by reporting unit for the year ended December 31, 2010.

The goodwill impairment assessment is based upon a discounted cash flow analysis. The estimate of future cash flows is based upon, among other things, a discount rate and certain assumptions about expected future operating performance. The discount rate for all reporting units was determined by management based on estimates of risk free interest rates, beta and market risk premiums. The discount rate used was compared to the rate published in various third party research reports, which indicated that the rate was within a range of reasonableness. The primary assumptions related to future operating performance include revenue growth rates and profitability levels. In addition, the impairment assessment requires that management make certain judgments in allocating shared assets and liabilities to the balance sheets of the reporting units. Solely for purposes of establishing inputs for the fair value calculations described above related to its annual goodwill impairment testing, the Company made the following assumptions. The Company assumed that year-to-date trends through the date of the last assessment would continue for all reporting units through 2010, followed by a recovery period in 2011 and 2012, using unique assumptions for each reporting unit. In addition, the Company applied profitability assumptions consistent with each reporting unit's historical trends at various revenue levels and, for years beyond 2012, used a 5% growth factor to calculate the terminal value at the end of ten years for each unit. This rate is comparable to the Company's most recent ten-year annual compound revenue growth rate. In its most recent calculation, the Company used a 9.6% discount rate, which is lower than the 10.7% discount rate used for the Company's test during the second quarter of 2009. This decline in discount rate is primarily due to a decline in beta and the market risk premium.

In order to evaluate the sensitivity of the fair value calculations on the goodwill impairment test, the Company applied hypothetical decreases to the fair values of each reporting unit. The Company determined that hypothetical decreases in fair value of at least 48% would be required before any reporting unit would have a carrying value in excess of its fair value.

Given the current economic environment and the uncertainties regarding the impact on the Company's business, there can be no assurance that the Company's estimates and assumptions regarding the duration of the ongoing economic downturn, or the period or strength of recovery, made for purposes of the Company's goodwill impairment testing will prove to be accurate predictions of the future. If the Company's assumptions regarding forecasted revenue or profitability growth rates of certain reporting units are not achieved, the Company may be required to recognize goodwill impairment charges in future periods. It is not possible at this time to determine if any such future impairment charge would result or, if it does, whether such charge would be material.

Workers' Compensation. Except for states which require participation in state-operated insurance funds, the Company retains the economic burden for the first $0.5 million per occurrence in workers' compensation claims. Workers' compensation includes ongoing healthcare and indemnity coverage for claims and may be paid over numerous years following the date of injury. Claims in excess of $0.5 million are insured. Workers' compensation expense includes the insurance premiums for claims in excess of $0.5 million, claims administration fees charged by the Company's workers' compensation administrator, premiums paid to state-operated insurance funds, and an estimate for the Company's liability for Incurred But Not Reported ("IBNR") claims and for the ongoing development of existing claims. Total workers' compensation expense was $6.6 million, $5.0 million and $12.1 million, representing 0.29%, 0.23% and 0.37% of applicable U.S. revenue for the years ended December 31, 2010, 2009 and 2008, respectively.

The reserves for IBNR claims and for the ongoing development of existing claims in each reporting period includes estimates. The Company has established reserves for workers' compensation claims using loss development rates which are estimated using periodic third party actuarial valuations based upon historical loss statistics which include the Company's historical frequency and severity of workers' compensation claims, and an estimate of future cost trends. While management believes that its assumptions and estimates are appropriate, significant differences in actual experience or significant changes in assumptions may materially affect the Company's future results. Based on the Company's results for the year ended December 31, 2010, a five-percentage point deviation in the Company's estimated loss development rates would have resulted in an increase or decrease in the reserve of $0.3 million.

Stock-based Compensation. Under various stock plans, officers, employees and outside directors have received or may receive grants of restricted stock, stock units, stock appreciation rights or options to purchase common stock.

Compensation expense for restricted stock and stock units is generally recognized on a straight-line basis over the vesting period, based on the stock's fair market value on the grant date. For restricted stock grants issued with performance conditions, compensation expense is recognized over each vesting tranche. The Company recognizes compensation expense for only the portion of restricted stock and stock units that is expected to vest, rather than record forfeitures when they occur. If the actual number of forfeitures differs from those estimated by management, additional adjustments to compensation expense may be required in future periods. For purposes of calculating stock-based compensation expense for retirement-eligible employees, the service period is assumed to be met on the grant date or retirement-eligible date, whichever is later.

No stock appreciation rights have been granted under the Company's existing stock plans.

The Company determines the fair value of options to purchase common stock using the Black-Scholes valuation model. The Company recognizes expense over the service period for options that are expected to vest and records adjustments to compensation expense at the end of the service period if actual forfeitures differ from original estimates. The Company has not granted any options to purchase common stock since 2006.

For the years ended December 31, 2010, 2009 and 2008, compensation expense related to stock options was $0.2 million, $0.8 million and $5.1 million, respectively. For the years ended December 31, 2010, 2009 and 2008, compensation expense related to restricted stock and stock units was $56.9 million, $60.3 million and $63.6 million, respectively, of which $12.2 million, $12.0 million and $17.0 million was related to grants made in 2010, 2009 and 2008, respectively. A one-percentage point deviation in the estimated forfeiture rates would have resulted in a $0.6 million increase or decrease in compensation expense related to restricted stock and stock units for each year ended December 31, 2010, 2009 and 2008.

Recent Accounting Pronouncements

Transfers of Financial Assets. In June 2009, the Financial Accounting Standards Board ("FASB") issued authoritative guidance which requires entities to provide more information regarding sales of securitized financial assets and similar transactions, particularly if the seller retains some risk with respect to the assets. This authoritative guidance was effective for fiscal years beginning after November 15, 2009. The adoption of this guidance did not have an impact on the Company's 2010 Financial Statements.

Variable Interest Entities. In June 2009, the FASB issued authoritative guidance designed to improve financial reporting by companies involved with variable interest entities and to provide more relevant and reliable information to users of financial statements. This authoritative guidance was effective for fiscal years beginning after November 15, 2009. The adoption of this guidance did not have an impact on the Company's 2010 Financial Statements.

Fair Value Measurements and Disclosures. In January 2010, the FASB issued authoritative guidance which requires certain new disclosures and clarifies certain existing disclosure requirements about fair value measurement as set forth in the FASB Codification. This authoritative guidance was effective for interim and annual periods beginning after December 15, 2009. The adoption of this guidance did not have an impact on the Company's 2010 Financial Statements.

Subsequent Events. In February 2010, the FASB issued authoritative guidance which removes the requirement for an SEC filer to disclose a date through which subsequent events have been evaluated in both issued and revised financial statements. This authoritative guidance became effective upon issuance. The adoption of this guidance did not have an impact on the Company's 2010 Financial Statements.

Revenue Recognition – Multiple-Deliverable Revenue Arrangements. In October 2009, the FASB issued authoritative guidance which addresses the accounting for multiple-deliverable arrangements to enable vendors to account for products or services (deliverables) separately rather than as a combined unit. This guidance establishes a selling price hierarchy for determining the selling price of a deliverable. This guidance also eliminates the residual method of allocation and requires that arrangement consideration be allocated at the inception of the arrangement to all deliverables using the relative selling price method. Furthermore, this guidance significantly expands required disclosures related to a vendor's multiple-deliverable revenue arrangements. This authoritative guidance is effective for fiscal years beginning on or after June 15, 2010. The Company does not expect the adoption of this guidance to have a material effect on its Financial Statements.

Business Combinations. In December 2010, the FASB issued authoritative guidance which specifies that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combinations that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. Furthermore, this guidance expands the supplemental pro forma disclosure requirement. This authoritative guidance is effective prospectively for business combinations with acquisition date on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. The Company does not expect the adoption of this guidance to have a material effect on its Financial Statements.

Results of Operations

Demand for the Company's temporary and permanent staffing services and risk consulting and internal audit services is largely dependent upon general economic and labor market conditions both domestically and abroad. Correspondingly, results of operations were negatively impacted by difficult global economic conditions throughout 2009 and in the early portion of 2010. Because of the inherent difficulty in predicting economic trends and the absence of material long-term contracts in any of our business units, future demand for the Company's services cannot be forecasted with certainty. We expect total Company results to continue to be impacted by general macroeconomic conditions in 2011.

The Company's temporary and permanent staffing services business has more than 350 offices in 42 states, the District of Columbia and 18 foreign countries, while Protiviti has 60 offices in 23 states and 15 foreign countries.

Because fluctuations in foreign currency exchange rates have an impact on the Company's results, the Company provides selected growth percentages below on a constant-currency basis. Constant-currency percentages are calculated using as-reported amounts which have been retranslated using foreign currency exchange rates from the prior year's comparable period.

Years ended December 31, 2010 and 2009

Revenues. The Company's revenues were $3.2 billion for the year ended December 31, 2010, up 5% from $3.0 billion for the year ended December 31, 2009. Revenues from foreign operations represented 29% of total revenues for both the years ended December 31, 2010 and 2009. The Company analyzes its revenues for three reportable segments: temporary and consultant staffing, permanent placement staffing and risk consulting and internal audit services. In 2010, revenues for all three of the Company's reportable segments were up compared to 2009. Contributing factors for each reportable segment are discussed below in further detail.

Temporary and consultant staffing services revenues were $2.6 billion for the year ended December 31, 2010, up 4% from revenues of $2.5 billion for the year ended December 31, 2009. On a constant-currency basis, temporary and consultant staffing services revenues increased 3% for 2010 compared to 2009. In the United States, 2010 revenues increased 4% compared to 2009. Although unemployment rates in the United States remained high for the year ended December 31, 2010, the Company did experience an increase in demand for its temporary and consulting services during the year. This is consistent with prior post recession periods where we believe clients seek to keep their labor costs as variable as possible. The Company's revenues from foreign operations increased 4% for 2010 compared to 2009. On a constant-currency basis, the Company's revenues from foreign operations increased 2% for 2010 compared to 2009.

Permanent placement revenues were $221 million for the year ended December 31, 2010, up 22% from revenues of $182 million for the year ended December 31, 2009. On a constant-currency basis, permanent placement revenues increased 19% for 2010 compared to 2009. In the United States, 2010 revenues increased 22% compared to 2009. Although unemployment rates in the United States remained high throughout 2010, the Company experienced an increase in demand for its permanent placement services during this period. The Company believes this demand was bolstered by clients who had previously made deep personnel cuts and needed to reinstate a portion of their workforce at the first sign of improving business conditions. The Company's revenues from foreign operations increased 22% for 2010 compared to 2009. On a constant-currency basis, the Company's revenues from foreign operations increased 17% for 2010 compared to 2009.

Risk consulting and internal audit services revenues were $386 million for the year ended December 31, 2010, up 1% from revenues of $384 million for the year ended December 31, 2009. On a constant-currency basis, risk consulting and internal audit services revenues remained flat for 2010 compared to 2009. In the United States, 2010 revenues increased 3% compared to 2009. The Company's revenues from foreign operations decreased 5% for 2010 compared to 2009. On a constant-currency basis, the Company's revenues from foreign operations decreased 7% for 2010 compared to 2009.

Gross Margin. The Company's gross margin dollars were $1.2 billion for the year ended December 31, 2010, up 8% from $1.1 billion for the year ended December 31, 2009. For 2010 compared to 2009, gross margin dollars for all three of the Company's reportable segments increased. Gross margin dollars as a percentage of revenues increased for the Company's risk consulting and internal audit services segment and remained flat for the Company's temporary and consultant staffing services segment on a year-over-year basis. Contributing factors for each reportable segment are discussed below in further detail.

Gross margin dollars from the Company's temporary and consultant staffing services represent revenues less direct costs of services, which consist of payroll, payroll taxes and insurance costs for temporary employees, and reimbursable expenses. Gross margin dollars for the Company's temporary and consultant staffing services division were $876 million for the year ended December 31, 2010, up 4% from $842 million for the year ended December 31, 2009. On a constant-currency basis, temporary and consultant staffing services gross margin dollars increased 3% for 2010 compared to 2009. As a percentage of revenues, gross margin dollars for temporary and consultant staffing services were 34.1% for 2010 and 2009.

Gross margin dollars from permanent placement staffing services represent revenues less reimbursable expenses. Gross margin dollars for the Company's permanent placement staffing division were $221 million for the year ended December 31, 2010, up 22% from $182 million for the year ended December 31, 2009. On a constant-currency basis, permanent placement gross margin dollars increased 20% for 2010 compared to 2009. Because reimbursable expenses for permanent placement staffing services are de minimis, the increase in gross margin dollars is substantially explained by the increase in revenues previously discussed.

Gross margin dollars for risk consulting and internal audit services represent revenues less direct costs of services, which consist primarily of professional staff payroll, payroll taxes, insurance costs and reimbursable expenses. Gross margin dollars for the Company's risk consulting and internal audit division were $97 million for the year ended December 31, 2010, up 22% from $80 million for the year ended December 31, 2009. On a constant-currency basis, risk consulting and internal audit gross margin dollars increased 21% for 2010 compared to 2009. As a percentage of revenues, gross margin dollars for risk consulting and internal audit services were 25.2% in 2010, up from 20.8% in 2009. The year-over-year margin increase is primarily due to higher staff utilization levels and lower compensation costs.

Selling, General and Administrative Expenses. The Company's selling, general and administrative expenses consist primarily of staff compensation, advertising, depreciation and occupancy costs. The Company's selling, general and administrative expenses were $1.1 billion for the year ended December 31, 2010, up 4% from $1.0 billion for the year ended December 31, 2009. As a percentage of revenues, the Company's selling, general and administrative expenses were 34.0% for 2010, down from 34.1% for 2009. For 2010 compared to 2009, selling, general and administrative expenses increased for the Company's temporary and consultant staffing services and permanent placement services segments and decreased for the Company's risk consulting and internal audit services segment. Selling, general and administrative expenses as a percentage of revenues increased slightly for the Company's temporary and consultant staffing services segment and decreased for the Company's permanent placement staffing services and risk consulting and internal audit services segments in 2010 compared to 2009. Contributing factors for each reportable segment are discussed below in further detail.

Selling, general and administrative expenses for the Company's temporary and consultant staffing services division were $767 million for the year ended December 31, 2010, up 4% from $738 million for the year ended December 31, 2009. As a percentage of revenues, selling, general and administrative expenses for temporary and consultant staffing services were 29.9% in 2010, up from 29.8% in 2009. For 2010 compared to 2009, a slight increase as a percentage of revenues for variable overhead was partially offset by a decrease as a percentage of revenues for fixed overhead.

Selling, general and administrative expenses for the Company's permanent placement staffing division were $204 million for the year ended December 31, 2010, up 8% from $189 million for the year ended December 31, 2009. As a percentage of revenues, selling, general and administrative expenses for permanent placement staffing services were 92.0% in 2010, down from 103.7% in 2009. For 2010 compared to 2009, improved leverage in selling, general and administrative expenses drove the overall decrease as a percentage of revenues.

Selling, general and administrative expenses for the Company's risk consulting and internal audit services division were $108 million for the year ended December 31, 2010, down 2% from $111 million for the year ended December 31, 2009. As a percentage of revenues, selling, general and administrative expenses for risk consulting and internal audit services were 28.1% in 2010, down from 28.9% in 2009. For 2010 compared to 2009, decrease as a percentage of revenues for fixed overhead was partially offset by increase as a percentage of revenues for variable overhead.

Operating Income. The Company's total operating income was $115 million, or 3.6% of revenues, for the year ended December 31, 2010, up 72% from $67 million, or 2.2% of revenues, for the year ended December 31, 2009. For the Company's temporary and consultant staffing services division, operating income was $108 million, or 4.2% of applicable revenues, up 4% from $105 million, or 4.2% of applicable revenues, in 2009. For the Company's permanent placement staffing division, operating income was $18 million, or 7.9% of applicable revenues, up 351% from operating loss of $7 million, or negative 3.8% of applicable revenues, in 2009. For the Company's risk consulting and internal audit services division, operating loss was $11 million, or negative 2.8% of applicable revenues, up 64% from operating loss of $31 million, or negative 8.0% of applicable revenues, in 2009.

Amortization of intangible assets. Amortization of intangible assets was $0.4 million and $1.5 million for the years ended December 31, 2010 and 2009, respectively. Intangible assets result from the Company's acquisitions. For acquisitions, the Company allocates the excess of cost over the fair market value of the net tangible assets first to identifiable intangible assets, if any, and then to goodwill. Identifiable intangible assets are amortized over their lives, typically ranging from two to five years. Goodwill is not amortized, but is tested at least annually for impairment. Net intangible assets, consisting primarily of goodwill, represented 15% of total assets and 23% of total stockholders' equity at December 31, 2010.

Interest income and expense. Interest income for the years ended December 31, 2010 and 2009, was $1.2 million and $1.9 million, respectively. Lower 2010 interest income was due to lower interest rates and lower average cash balances. Interest expense for the years ended December 31, 2010 and 2009, was $0.6 million and $0.5 million, respectively.

Provision for income taxes. The provision for income taxes was 43% and 44% for the years ended December 31, 2010 and 2009, respectively. The 2010 decrease is due to increased state income tax credits the Company claimed in 2010 and the diminishing impact of permanent non-deductible tax items, which became increasingly less significant relative to the Company's improved financial results.

Years ended December 31, 2009 and 2008

Revenues. The Company's revenues were $3.0 billion for the year ended December 31, 2009, down 34% from $4.6 billion for the year ended December 31, 2008. Revenues from foreign operations represented 29% of total revenues for both the years ended December 31, 2009 and 2008. The Company analyzes its revenues for three reportable segments: temporary and consultant staffing, permanent placement staffing and risk consulting and internal audit services. In 2009, revenues for all three of the Company's reportable segments were down compared to 2008. Contributing factors for each reportable segment are discussed below in further detail.

Temporary and consultant staffing services revenues were $2.5 billion for the year ended December 31, 2009, down 32% from revenues of $3.6 billion for the year ended December 31, 2008. On a constant-currency basis, temporary and consultant staffing services revenues decreased 30% for 2009 compared to 2008. Throughout 2009, demand for the Company's temporary and consultant staffing services was significantly impacted by difficult global labor markets and weak general macroeconomic conditions. In the United States, 2009 revenues decreased 32% compared to 2008. The Company's revenues from foreign operations decreased 31% for 2009 compared to 2008. On a constant-currency basis, the Company's revenues from foreign operations decreased 25% for 2009 compared to 2008.

Permanent placement revenues were $182 million for the year ended December 31, 2009, down 57% from revenues of $427 million for the year ended December 31, 2008. On a constant-currency basis, permanent placement revenues decreased 56% for 2009 compared to 2008. In the United States, 2009 revenues decreased 62% compared to 2008. Historically, demand for permanent placement services is even more sensitive to economic and labor market conditions than demand for temporary and consulting staffing services and this is expected to continue. The December 2009 unemployment rate in the U.S. was 10%, its highest level since 1983. The Company's revenues from foreign operations decreased 51% for 2009 compared to 2008. On a constant-currency basis, the Company's revenues from foreign operations decreased 48% for 2009 compared to 2008.

Risk consulting and internal audit services revenues were $384 million for the year ended December 31, 2009, down 30% from revenues of $547 million for the year ended December 31, 2008. On a constant-currency basis, risk consulting and internal audit services revenues decreased 29% for 2009 compared to 2008 as weak global macroeconomic conditions negatively impacted demand. Contributing to the decrease was a decline in revenues produced by compliance-related projects, mainly those tied to the Sarbanes-Oxley Act, a trend which may continue. In the United States, 2009 revenues decreased 29% compared to 2008. The Company's revenues from foreign operations decreased 31% for 2009 compared to 2008. On a constant-currency basis, the Company's revenues from foreign operations decreased 28% for 2009 compared to 2008.

Gross Margin. The Company's gross margin dollars were $1.1 billion for the year ended December 31, 2009, down 42% from $1.9 billion for the year ended December 31, 2008. For 2009 compared to 2008, gross margin dollars for all three of the Company's reportable segments decreased under difficult economic conditions. Gross margin dollars as a percentage of revenues also decreased for the Company's temporary and consultant staffing services and risk consulting and internal audit services divisions on a year-over-year basis. Contributing factors for each reportable segment are discussed below in further detail.

Gross margin dollars from the Company's temporary and consultant staffing services represent revenues less direct costs of services, which consist of payroll, payroll taxes and insurance costs for temporary employees, and reimbursable expenses. Gross margin dollars for the Company's temporary and consultant staffing services division were $842 million for the year ended December 31, 2009, down 37% from $1.3 billion for the year ended December 31, 2008. On a constant-currency basis, temporary and consultant staffing services gross margin dollars decreased 35% for 2009 compared to 2008. As a percentage of revenues, gross margin dollars for temporary and consultant staffing services were 34.1% in 2009, down from 36.7% in 2008. This year-over year decrease was the result of significantly lower conversion revenues and compression of pay/bill spreads in 2009 compared to 2008. Conversion revenues are earned when a temporary position converts to a permanent position. As there are no direct costs related to conversion revenues, the gross margin percentage is favorably impacted as the mix of conversion revenues increases. Pay/bill spreads represent the differential between wages paid to temporary employees and amounts billed to clients.

Gross margin dollars from permanent placement staffing services represent revenues less reimbursable expenses. Gross margin dollars for the Company's permanent placement staffing division were $182 million for the year ended December 31, 2009, down 57% from $427 million for the year ended December 31, 2008. On a constant-currency basis, permanent placement gross margin dollars decreased 56% for 2009 compared to 2008. Because reimbursable expenses for permanent placement staffing services are de minimis, the decrease in gross margin dollars is substantially explained by the decrease in revenues previously discussed.

Gross margin dollars for risk consulting and internal audit services represent revenues less direct costs of services, which consist primarily of professional staff payroll, payroll taxes, insurance costs and reimbursable expenses. Gross margin dollars for the Company's risk consulting and internal audit division were $80 million for the year ended December 31, 2009, down 48% from $155 million for the year ended December 31, 2008. On a constant-currency basis, risk consulting and internal audit gross margin dollars decreased 48% for 2009 compared to 2008. As a percentage of revenues, gross margin dollars for risk consulting and internal audit services were 20.8% in 2009, down from 28.3% in 2008. The year-over-year margin decline is primarily due to lower staff utilization levels resulting from lower revenues as well as higher staff reduction charges.

Selling, General and Administrative Expenses. The Company's selling, general and administrative expenses consist primarily of staff compensation, advertising, depreciation and occupancy costs. The Company's selling, general and administrative expenses were $1.0 billion for the year ended December 31, 2009, down 31% from $1.5 billion for the year ended December 31, 2008. As a percentage of revenues, the Company's selling, general and administrative expenses were 34.1% for 2009, up from 32.5% for 2008. For 2009 compared to 2008, selling, general and administrative expenses decreased for all three of the Company's reportable segments. Selling, general and administrative expenses as a percentage of revenues increased for all three of the Company's reportable segments in 2009 compared to 2008. Contributing factors for each reportable segment are discussed below in further detail.

Selling, general and administrative expenses for the Company's temporary and consultant staffing services division were $738 million for the year ended December 31, 2009, down 25% from $983 million for the year ended December 31, 2008. As a percentage of revenues, selling, general and administrative expenses for temporary and consultant staffing services were 29.8% in 2009, up from 27.1% in 2008. For 2009 compared to 2008, increases as a percentage of revenues for administration costs, fixed overhead, variable overhead and advertising were partially offset by decreases as a percentage of revenues for field compensation and expenses related to doubtful accounts receivable.

Selling, general and administrative expenses for the Company's permanent placement staffing division were $189 million for the year ended December 31, 2009, down 49% from $367 million for the year ended December 31, 2008. As a percentage of revenues, selling, general and administrative expenses for permanent placement staffing services were 103.7% in 2009, up from 85.8% in 2008. For 2009 compared to 2008, increases as a percentage of revenues for fixed overhead, administration costs, variable overhead, field compensation, advertising and expenses related to doubtful accounts receivable drove the overall increase.

Selling, general and administrative expenses for the Company's risk consulting and internal audit services division were $111 million for the year ended December 31, 2009, down 25% from $147 million for the year ended December 31, 2008. As a percentage of revenues, selling, general and administrative expenses for risk consulting and internal audit services were 28.9% in 2009, up from 26.9% in 2008. For 2009 compared to 2008, increases as a percentage of revenues for fixed overhead and administration costs were partially offset by decreases as a percentage of revenues for variable overhead, expenses related to doubtful accounts receivable and advertising.

Operating Income. The Company's total operating income was $67 million, or 2.2% of revenues, for the year ended December 31, 2009, down 84% from $417 million, or 9.1% of revenues, for the year ended December 31, 2008. For the Company's temporary and consultant staffing services division, operating income was $105 million, or 4.2% of applicable revenues, down 70% from $349 million, or 9.6% of applicable revenues, in 2008. For the Company's permanent placement staffing division, operating loss was $7 million, or negative 3.8% of applicable revenues, down 112% from operating income of $61 million, or 14.1% of applicable revenues, in 2008. For the Company's risk consulting and internal audit services division, operating loss was $31 million, or negative 8.0% of applicable revenues, down 522% from operating income of $7 million, or 1.3% of applicable revenues, in 2008.

Amortization of intangible assets. Amortization of intangible assets was $1.5 million and $2.6 million for the years ended December 31, 2009 and 2008, respectively. Intangible assets result from the Company's acquisitions. For acquisitions, the Company allocates the excess of cost over the fair market value of the net tangible assets first to identifiable intangible assets, if any, and then to goodwill. Identifiable intangible assets are amortized over their lives, typically ranging from two to five years. Goodwill is not amortized, but is tested at least annually for impairment. Net intangible assets, consisting primarily of goodwill, represented 15% of total assets and 21% of total stockholders' equity at December 31, 2009.

Interest income and expense. Interest income for the years ended December 31, 2009 and 2008, was $1.9 million and $10.5 million, respectively. Lower 2009 interest income was due to lower interest rates partially offset by higher average cash balances. Interest expense for the years ended December 31, 2009 and 2008, was $0.5 million and $5.3 million, respectively.

Provision for income taxes. The provision for income taxes was 44% and 40% for the years ended December 31, 2009 and 2008, respectively. The 2009 increase is partially due to losses in international locations where corresponding tax benefits are not being recognized. Also contributing to the increase is the larger percentage impact that permanent non-deductible tax items have on lower year-over-year income before taxes.

Liquidity and Capital Resources

The change in the Company's liquidity during the years ended December 31, 2010, 2009 and 2008, is primarily the net effect of funds generated by operations and the funds used for capital expenditures, repurchases of common stock and payment of dividends.

Cash and cash equivalents were $315 million, $366 million and $355 million at December 31, 2010, 2009 and 2008, respectively. Operating activities provided $176 million during the year ended December 31, 2010, partially offset by $39 million and $188 million of net cash used in investing activities and financing activities, respectively. Operating activities provided $240 million during the year ended December 31, 2009, partially offset by $46 million and $192 million of net cash used in investing activities and financing activities, respectively. Operating activities provided $447 million during the year ended December 31, 2008, offset by $95 million and $285 million of net cash used in investing activities and financing activities, respectively.

Operating activities—Net cash provided by operating activities for the year ended December 31, 2010, was composed of net income of $66 million adjusted for non-cash items of $122 million, and net cash used by changes in working capital of $12 million. Net cash provided by operating activities for the year ended December 31, 2009, was composed of net income of $37 million adjusted for non-cash items of $127 million, and net cash provided by changes in working capital of $76 million. Net cash provided by operating activities for the year ended December 31, 2008, was composed of net income of $250 million adjusted for non-cash items of $150 million, and net cash provided by changes in working capital of $47 million.

Investing activities—Cash used in investing activities for the year ended December 31, 2010, was $39 million. This was primarily composed of capital expenditures of $35 million and deposits to trusts for employee benefits and retirement plans of $3 million. Cash used in investing activities for the year ended December 31, 2009, was $46 million. This was primarily composed of capital expenditures of $41 million and deposits to trusts for employee benefits and retirement plans of $5 million. Cash used in investing activities for the year ended December 31, 2008, was $95 million. This was primarily composed of capital expenditures of $73 million and deposits to trusts for employee benefits and retirement plans of $21 million.

Financing activities—Cash used in financing activities for the year ended December 31, 2010, was $188 million. This included repurchases of $155 million in common stock and $77 million in cash dividends to stockholders, offset by proceeds of $38 million from exercises of stock options and the excess tax benefits from stock-based compensation of $6 million. Cash used in financing activities for the year ended December 31, 2009, was $192 million. This included repurchases of $150 million in common stock and $72 million in cash dividends to stockholders, offset by proceeds of $25 million from exercises of stock options and the excess tax benefits from stock-based compensation of $5 million. Cash used in financing activities for the year ended December 31, 2008, was $285 million. This included repurchases of $245 million in common stock, $69 million in cash dividends to stockholders and principal payments on notes payable and other indebtedness of $2 million, offset by proceeds of $27 million from exercises of stock options and the excess tax benefits from stock-based compensation of $4 million.

As of December 31, 2010, the Company is authorized to repurchase, from time to time, up to 11.4 million additional shares of the Company's common stock on the open market or in privately negotiated transactions, depending on market conditions. During the years ended December 31, 2010, 2009 and 2008, the Company repurchased approximately 3.7 million shares, 4.7 million shares and 9.4 million shares of common stock on the open market for a total cost of $96 million, $110 million and $203 million, respectively. Additional stock repurchases were made in connection with employee stock plans, whereby Company shares were tendered by employees for the payment of exercise price and applicable statutory withholding taxes. During the years ended December 31, 2010, 2009 and 2008, such repurchases totaled approximately 2.1 million shares, 1.7 million shares and 1.6 million shares at a cost of $59 million, $40 million and $42 million, respectively. Repurchases of shares have been funded with cash generated from operations.

The Company's working capital at December 31, 2010, included $315 million in cash and cash equivalents. The Company's working capital requirements relate primarily to accounts receivable. While there can be no assurances in this regard, the Company expects that internally generated cash will be sufficient to support the working capital needs of the Company, the Company's fixed payments, dividends, and other obligations on both a short- and long-term basis.

On February 9, 2011, the Company announced a quarterly dividend of $.14 per share to be paid to all shareholders of record on February 25, 2011. The dividend will be paid on March 15, 2011.

The Company's cash flows generated from operations are also the primary source for funding various contractual obligations. The table below summarizes the Company's major commitments as of December 31, 2010 (in thousands):

	Payments due by period				
Contractual Obligations	**2011**	**2012 and 2013**	**2014 and 2015**	**Thereafter**	**Total**
Long-term debt obligations	$ 277	$ 508	$ 505	$ 1,513	$ 2,803
Operating lease obligations	98,690	146,589	83,636	114,006	442,921
Purchase obligations	20,868	7,538	—	—	28,406
Other liabilities	2,013	1,510	1,131	10,058	14,712
Total	$121,848	$156,145	$85,272	$125,577	$488,842

Long-term debt obligations consist of promissory notes and related interest as well as other forms of indebtedness issued in connection with certain acquisitions and other payment obligations. Operating lease obligations consist of minimum rental commitments for 2011 and thereafter under non-cancelable leases in effect at December 31, 2010. Purchase obligations consist of purchase commitments primarily related to telecom service agreements, software licenses and subscriptions, and computer hardware and software maintenance agreements.

The above table does not reflect $12.5 million of gross unrecognized tax benefits which the Company has accrued for uncertain tax positions in accordance with FASB authoritative guidance. As of December 31, 2010, the Company classified $2.0 million of its unrecognized tax benefits as a current liability, as these amounts are expected to be resolved in the next twelve months. The remaining $10.5 million of unrecognized tax benefits have been classified as a non-current liability, as a reasonably reliable estimate of the period of future payments, if any, could not be determined.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

The Company is exposed to the impact of foreign currency fluctuations. The Company's exposure to foreign currency exchange rates relates primarily to the Company's foreign subsidiaries. Exchange rates impact the U.S. dollar value of the Company's reported earnings, investments in its foreign subsidiaries, and the intercompany transactions with its foreign subsidiaries.

For the year ended December 31, 2010, approximately 29% of the Company's revenues were generated outside of the United States. These operations transact business in their functional currency. As a result, fluctuations in the value of foreign currencies against the U.S. dollar have an impact on the Company's reported results. Revenues and expenses denominated in foreign currencies are translated into U.S. dollars at the monthly average exchange rates prevailing during the period. Consequently, as the value of the U.S. dollar changes relative to the currencies of the Company's non-U.S. markets, the Company's reported results vary.

Fluctuations in currency exchange rates impact the U.S. dollar amount of the Company's stockholders' equity. The assets and liabilities of the Company's non-U.S. subsidiaries are translated into U.S. dollars at the exchange rates in effect at period end. The resulting translation adjustments are recorded in stockholders' equity as a component of accumulated other comprehensive income.

Item 8. Financial Statements and Supplementary Data

ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(in thousands, except share amounts)

	December 31, 2010	December 31, 2009
ASSETS		
Cash and cash equivalents	$ 315,137	$ 365,794
Accounts receivable, less allowances of $21,569 and $21,423	423,175	362,392
Current deferred income taxes	92,087	51,643
Other current assets	141,461	142,805
Total current assets	971,860	922,634
Goodwill	189,787	189,336
Other intangible assets, net	219	392
Property and equipment, net	103,651	124,658
Deferred and other income taxes	8,467	46,515
Total assets	$1,273,984	$1,283,535
LIABILITIES		
Accounts payable and accrued expenses	$ 93,690	$ 101,610
Accrued payroll costs and retirement obligations	314,647	265,245
Current portion of notes payable and other indebtedness	123	113
Total current liabilities	408,460	366,968
Notes payable and other indebtedness, less current portion	1,656	1,779
Other liabilities	29,497	14,978
Total liabilities	439,613	383,725
Commitments and Contingencies (Note I)		
STOCKHOLDERS' EQUITY		
Preferred stock, $.001 par value authorized 5,000,000 shares; issued and outstanding zero shares	—	—
Common stock, $.001 par value authorized 260,000,000 shares; issued and outstanding 146,182,564 and 148,645,335 shares	146	149
Capital surplus	787,105	854,081
Accumulated other comprehensive income	47,120	45,580
Retained earnings	—	—
Total stockholders' equity	834,371	899,810
Total liabilities and stockholders' equity	$1,273,984	$1,283,535

The accompanying Notes to Consolidated Financial Statements
are an integral part of these financial statements.

ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)

	Years Ended December 31,		
	2010	**2009**	**2008**
Net service revenues	$3,175,093	$3,036,547	$4,600,554
Direct costs of services, consisting of payroll, payroll taxes, insurance costs and reimbursable expenses	1,981,060	1,932,868	2,686,983
Gross margin	1,194,033	1,103,679	1,913,571
Selling, general and administrative expenses	1,079,033	1,036,899	1,496,839
Amortization of intangible assets	411	1,460	2,617
Interest income, net	(579)	(1,443)	(5,161)
Income before income taxes	115,168	66,763	419,276
Provision for income taxes	49,099	29,500	169,095
Net income	$ 66,069	$ 37,263	$ 250,181
Net income available to common stockholders	$ 63,729	$ 35,067	$ 242,744
Net income per share (Note L):			
Basic	$ .45	$ .24	$ 1.60
Diluted	$ .44	$ .24	$ 1.59
Shares:			
Basic	142,833	145,912	151,607
Diluted	144,028	146,611	152,528
Cash dividends declared per share	$ .52	$ .48	$ .44

The accompanying Notes to Consolidated Financial Statements
are an integral part of these financial statements.

ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands, except per share amounts)

	Years Ended December 31,		
	2010	**2009**	**2008**
COMMON STOCK—SHARES:			
Balance at beginning of period	148,645	150,943	158,058
Net issuances of restricted stock	1,574	2,400	2,240
Repurchases of common stock	(5,762)	(6,398)	(11,000)
Exercises of stock options	1,726	1,700	1,645
Balance at end of period	146,183	148,645	150,943
COMMON STOCK—PAR VALUE:			
Balance at beginning of period	$ 149	$ 151	$ 158
Net issuances of restricted stock	1	2	2
Repurchases of common stock	(6)	(6)	(11)
Exercises of stock options	2	2	2
Balance at end of period	$ 146	$ 149	$ 151
CAPITAL SURPLUS:			
Balance at beginning of period	$ 854,081	$ 949,474	$ 915,038
Net issuances of restricted stock at par value	(1)	(2)	(2)
Repurchases of common stock—excess over par value	(103,153)	(112,549)	(63,913)
Cash dividends ($.52 per share and $.48 per share)	(63,147)	(72,459)	—
Exercises of stock options—excess over par value	38,353	24,949	27,478
Stock-based compensation expense	57,119	61,148	68,680
Tax impact of equity incentive plans	3,853	3,520	2,193
Balance at end of period	$ 787,105	$ 854,081	$ 949,474
ACCUMULATED OTHER COMPREHENSIVE INCOME:			
Balance at beginning of period	$ 45,580	$ 34,263	$ 68,853
Translation adjustments	1,540	11,317	(34,590)
Balance at end of period	$ 47,120	$ 45,580	$ 34,263
RETAINED EARNINGS:			
Balance at beginning of period	$ —	$ —	$ —
Repurchases of common stock—excess over par value	(52,301)	(37,263)	(181,573)
Cash dividends ($.52 per share and $.44 per share)	(13,768)	—	(68,608)
Net income	66,069	37,263	250,181
Balance at end of period	$ —	$ —	$ —
COMPREHENSIVE INCOME:			
Net income	$ 66,069	$ 37,263	$ 250,181
Translation adjustments	1,540	11,317	(34,590)
Total comprehensive income	$ 67,609	$ 48,580	$ 215,591

The accompanying Notes to Consolidated Financial Statements
are an integral part of these financial statements.

ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Years Ended December 31,		
	2010	**2009**	**2008**
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	$ 66,069	$ 37,263	$ 250,181
Adjustments to reconcile net income to net cash provided by operating activities:			
Amortization of intangible assets	411	1,460	2,617
Depreciation expense	55,547	63,806	70,593
Stock-based compensation expense—restricted stock and stock units	56,949	60,320	63,571
Stock-based compensation expense—stock options	170	828	5,109
Excess tax benefits from stock-based compensation	(5,814)	(4,751)	(3,688)
Provision for deferred income taxes	7,370	5,752	(6,043)
Provision for doubtful accounts receivable	6,795	(839)	18,137
Changes in assets and liabilities, net of effects of acquisitions:			
(Increase) decrease in accounts receivable	(68,008)	133,541	67,283
Increase (decrease) in accounts payable, accrued expenses, accrued payroll costs and retirement obligations	41,626	(52,210)	(5,238)
Increase (decrease) in income taxes payable	1,490	(3,830)	(12,941)
Change in other assets, net of change in other liabilities	13,278	(1,187)	(2,456)
Net cash flows provided by operating activities	175,883	240,153	447,125
CASH FLOWS FROM INVESTING ACTIVITIES:			
Payment for acquisitions, net of cash acquired	(585)	—	(272)
Capital expenditures	(35,088)	(41,248)	(73,413)
Increase in trusts for employee benefits and retirement plans	(3,424)	(4,719)	(21,116)
Net cash flows used in investing activities	(39,097)	(45,967)	(94,801)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Repurchases of common stock	(155,460)	(149,818)	(245,497)
Cash dividends paid	(76,591)	(72,149)	(68,608)
Decrease in notes payable and other indebtedness	(113)	(105)	(1,980)
Excess tax benefits from stock-based compensation	5,814	4,751	3,688
Proceeds from exercises of stock options	38,355	24,951	27,480
Net cash flows used in financing activities	(187,995)	(192,370)	(284,917)
Effect of exchange rate changes on cash and cash equivalents	552	9,222	(22,651)
Net (decrease) increase in cash and cash equivalents	(50,657)	11,038	44,756
Cash and cash equivalents at beginning of period	365,794	354,756	310,000
Cash and cash equivalents at end of period	$ 315,137	$ 365,794	$ 354,756
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:			
Cash paid during the year for:			
Interest	$ 599	$ 441	$ 485
Income taxes, net of refunds	$ 38,249	$ 21,759	$ 192,205

The accompanying Notes to Consolidated Financial Statements are an integral part of these financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note A—Summary of Significant Accounting Policies

Nature of Operations. Robert Half International Inc. (the "Company") provides specialized staffing and risk consulting services through such divisions as *Accountemps®*, *Robert Half® Finance & Accounting*, *OfficeTeam®*, *Robert Half® Technology*, *Robert Half® Management Resources*, *Robert Half® Legal*, *The Creative Group®*, and *Protiviti®*. The Company, through its *Accountemps*, *Robert Half Finance & Accounting*, and *Robert Half Management Resources* divisions, is a specialized provider of temporary, full-time, and project professionals in the fields of accounting and finance. *OfficeTeam* specializes in highly skilled temporary administrative support personnel. *Robert Half Technology* provides information technology professionals. *Robert Half Legal* provides temporary, project, and full-time staffing of attorneys and specialized support personnel within law firms and corporate legal departments. *The Creative Group* provides project staffing in the advertising, marketing, and web design fields. *Protiviti* provides business consulting and internal audit services, and is a wholly-owned subsidiary of the Company. Revenues are predominantly derived from specialized staffing services. The Company operates in North America, South America, Europe, Asia and Australia. The Company is a Delaware corporation.

Basis of Presentation. The Consolidated Financial Statements ("Financial Statements") of the Company are prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") and the rules of the Securities and Exchange Commission ("SEC"). Certain reclassifications have been made to prior years' financial statements to conform to the 2010 presentation.

Principles of Consolidation. The Financial Statements include the accounts of the Company and its subsidiaries, all of which are wholly-owned. All intercompany balances have been eliminated.

Use of Estimates. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. As of December 31, 2010, such estimates included allowances for uncollectible accounts receivable, workers' compensation losses and income and other taxes. Management estimates are also utilized in the Company's goodwill impairment assessment.

Revenue Recognition. The Company derives its revenues from three segments: temporary and consultant staffing, permanent placement staffing, and risk consulting and internal audit services. Net service revenues as presented on the Consolidated Statements of Operations represent services rendered to customers less sales adjustments and allowances. Reimbursements, including those related to travel and out-of-pocket expenses, are also included in net service revenues, and equivalent amounts of reimbursable expenses are included in direct costs of services. The Company records revenue on a gross basis as a principal versus on a net basis as an agent in the presentation of revenues and expenses. The Company has concluded that gross reporting is appropriate because the Company (i) has the risk of identifying and hiring qualified employees, (ii) has the discretion to select the employees and establish their price and duties and (iii) bears the risk for services that are not fully paid for by customers.

Temporary and consultant staffing revenues—Temporary and consultant staffing revenues are recognized when the services are rendered by the Company's temporary employees. Employees placed on temporary assignment by the Company are the Company's legal employees while they are working on assignments. The Company pays all related costs of employment, including workers' compensation insurance, state and federal unemployment taxes, social security and certain fringe benefits. The Company assumes the risk of acceptability of its employees to its customers.

Permanent placement staffing revenues—Permanent placement staffing revenues are recognized when employment candidates accept offers of permanent employment. The Company has a substantial history of estimating the effect of permanent placement candidates who do not remain with its clients through the 90-day

Note A—Summary of Significant Accounting Policies (Continued)

guarantee period. Allowances are established to estimate these losses. Fees to clients are generally calculated as a percentage of the new employee's annual compensation. No fees for permanent placement services are charged to employment candidates.

Risk consulting and internal audit revenues—Risk consulting and internal audit services are generally provided on a time-and-material basis or fixed-fee basis. Revenues earned under time-and-material arrangements are recognized as services are provided. Revenues on fixed-fee arrangements are recognized using a proportional performance method as hours are incurred relative to total estimated hours for the engagement. The Company periodically evaluates the need to provide for any losses on these projects, and losses are recognized when it is probable that a loss will be incurred.

Costs of Services. Direct costs of temporary and consultant staffing services consist of payroll, payroll taxes and insurance costs for the Company's temporary employees, as well as reimbursable expenses. Direct costs of permanent placement staffing services consist of reimbursable expenses. Risk consulting and internal audit costs of services include professional staff payroll, payroll taxes and insurance costs, as well as reimbursable expenses.

Advertising Costs. The Company expenses all advertising costs as incurred. Advertising expense totaled \$37.9 million, \$32.2 million and \$50.2 million for the years ended December 31, 2010, 2009 and 2008, respectively.

Comprehensive Income. Comprehensive income includes net income and certain other items that are recorded directly to Stockholders' Equity. The Company's only source of other comprehensive income is foreign currency translation adjustments.

Fair Value of Financial Instruments. The Company does not have any financial instruments which require re-measurement to fair value. The carrying values of cash and cash equivalents, accounts receivable, accounts payable and accrued expenses represent fair value based upon their short-term nature.

Cash and Cash Equivalents. The Company considers all highly liquid investments with a maturity at the date of purchase of three months or less as cash equivalents.

Goodwill and Intangible Assets. Goodwill and intangible assets primarily consist of the cost of acquired companies in excess of the fair market value of their net tangible assets at the date of acquisition. Identifiable intangible assets are amortized over their lives, typically ranging from two to five years. Goodwill is not amortized, but is tested at least annually for impairment. The Company completed its annual goodwill impairment analysis as of June 30 in each of the three years ended December 31, 2010, and determined that no adjustment to the carrying value of goodwill was required.

Income Tax Assets and Liabilities. In establishing its deferred income tax assets and liabilities, the Company makes judgments and interpretations based on the enacted tax laws and published tax guidance that are applicable to its operations. Deferred tax assets and liabilities are measured and recorded using current enacted tax rates, which the Company expects will apply to taxable income in the years in which those temporary differences are recovered or settled. The likelihood of a material change in the Company's expected realization of these assets is dependent on future taxable income, its ability to use foreign tax credit carryforwards and carrybacks, final U.S. and foreign tax settlements, and the effectiveness of its tax planning strategies in the various relevant jurisdictions.

Workers' Compensation. Except for states which require participation in state-operated insurance funds, the Company retains the economic burden for the first \$0.5 million per occurrence in workers' compensation claims. Workers' compensation includes ongoing healthcare and indemnity coverage for claims and may be paid over numerous years following the date of injury. Claims in excess of \$0.5 million are insured. Workers' compensation expense includes the insurance premiums for claims in excess of \$0.5 million, claims

Note A—Summary of Significant Accounting Policies (Continued)

administration fees charged by the Company's workers' compensation administrator, premiums paid to state-operated insurance funds, and an estimate for the Company's liability for Incurred But Not Reported ("IBNR") claims and for the ongoing development of existing claims.

The accrual for IBNR claims and for the ongoing development of existing claims in each reporting period includes estimates. The Company has established reserves for workers' compensation claims using loss development rates which are estimated using periodic third party actuarial valuations based upon historical loss statistics which include the Company's historical frequency and severity of workers' compensation claims, and an estimate of future cost trends. While management believes that its assumptions and estimates are appropriate, significant differences in actual experience or significant changes in assumptions may materially affect the Company's future results.

Foreign Currency Translation. The results of operations of the Company's foreign subsidiaries are translated at the monthly average exchange rates prevailing during the period. The financial position of the Company's foreign subsidiaries is translated at the current exchange rates at the end of the period, and the related translation adjustments are recorded as a component of accumulated other comprehensive income within Stockholders' Equity. Gains and losses resulting from foreign currency transactions are included as a component of selling, general and administrative expenses in the Consolidated Statements of Operations, and have not been material for all periods presented.

Stock-based Compensation. Under various stock plans, officers, employees and outside directors have received or may receive grants of restricted stock, stock units, stock appreciation rights or options to purchase common stock.

Compensation expense for restricted stock and stock units is generally recognized on a straight-line basis over the vesting period, based on the stock's fair market value on the grant date. For restricted stock grants issued with performance conditions, compensation expense is recognized over each vesting tranche. The Company recognizes compensation expense for only the portion of restricted stock and stock units that is expected to vest, rather than record forfeitures when they occur. If the actual number of forfeitures differs from those estimated by management, additional adjustments to compensation expense may be required in future periods. For purposes of calculating stock-based compensation expense for retirement-eligible employees, the service period is assumed to be met on the grant date or retirement-eligible date, whichever is later.

No stock appreciation rights have been granted under the Company's existing stock plans.

The Company determines the fair value of options to purchase common stock using the Black-Scholes valuation model. The Company recognizes expense over the service period for options that are expected to vest and records adjustments to compensation expense at the end of the service period if actual forfeitures differ from original estimates. The Company has not granted any options to purchase common stock since 2006.

Property and Equipment. Property and equipment are recorded at cost. Depreciation expense is computed using the straight-line method over the following useful lives:

Computer hardware	2 to 3 years
Computer software	2 to 5 years
Furniture and equipment	5 years
Leasehold improvements	Term of lease, 5 years maximum

Internal-use Software. The Company capitalizes direct costs incurred in the development of internal-use software. Amounts capitalized are reported as a component of computer software within property and equipment. The Company capitalized approximately $10.5 million, $16.7 million and $16.2 million of internal-use software development costs for the years ended December 31, 2010, 2009 and 2008, respectively.

Note B—New Accounting Pronouncements

Transfers of Financial Assets. In June 2009, the Financial Accounting Standards Board ("FASB") issued authoritative guidance which requires entities to provide more information regarding sales of securitized financial assets and similar transactions, particularly if the seller retains some risk with respect to the assets. This authoritative guidance was effective for fiscal years beginning after November 15, 2009. The adoption of this guidance did not have an impact on the Company's 2010 Financial Statements.

Variable Interest Entities. In June 2009, the FASB issued authoritative guidance designed to improve financial reporting by companies involved with variable interest entities and to provide more relevant and reliable information to users of financial statements. This authoritative guidance was effective for fiscal years beginning after November 15, 2009. The adoption of this guidance did not have an impact on the Company's 2010 Financial Statements.

Fair Value Measurements and Disclosures. In January 2010, the FASB issued authoritative guidance which requires certain new disclosures and clarifies certain existing disclosure requirements about fair value measurement as set forth in the FASB Codification. This authoritative guidance was effective for interim and annual periods beginning after December 15, 2009. The adoption of this guidance did not have an impact on the Company's 2010 Financial Statements.

Subsequent Events. In February 2010, the FASB issued authoritative guidance which removes the requirement for an SEC filer to disclose a date through which subsequent events have been evaluated in both issued and revised financial statements. This authoritative guidance became effective upon issuance. The adoption of this guidance did not have an impact on the Company's 2010 Financial Statements.

Revenue Recognition—Multiple-Deliverable Revenue Arrangements. In October 2009, the FASB issued authoritative guidance which addresses the accounting for multiple-deliverable arrangements to enable vendors to account for products or services (deliverables) separately rather than as a combined unit. This guidance establishes a selling price hierarchy for determining the selling price of a deliverable. This guidance also eliminates the residual method of allocation and requires that arrangement consideration be allocated at the inception of the arrangement to all deliverables using the relative selling price method. Furthermore, this guidance significantly expands required disclosures related to a vendor's multiple-deliverable revenue arrangements. This authoritative guidance is effective for fiscal years beginning on or after June 15, 2010. The Company does not expect the adoption of this guidance to have a material effect on its Financial Statements.

Business Combinations. In December 2010, the FASB issued authoritative guidance which specifies that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combinations that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. Furthermore, this guidance expands the supplemental pro forma disclosure requirement. This authoritative guidance is effective prospectively for business combinations with acquisition date on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. The Company does not expect the adoption of this guidance to have a material effect on its Financial Statements.

Note C—Other Current Assets

Other current assets consisted of the following (in thousands):

	December 31, 2010	December 31, 2009
Deposits in trusts for employee benefits and retirement plans	$ 82,335	$ 77,014
Other	59,126	65,791
	$141,461	$142,805

Note D—Goodwill

The following table sets forth the activity in goodwill from December 31, 2008, through December 31, 2010 (in thousands):

	Goodwill
Balance as of December 31, 2008	$187,530
Translation adjustments	1,806
Balance as of December 31, 2009	189,336
Acquisitions	271
Translation adjustments	180
Balance as of December 31, 2010	$189,787

Note E—Property and Equipment, Net

Property and equipment consisted of the following (in thousands):

	December 31, 2010	December 31, 2009
Computer hardware	$ 115,518	$ 121,063
Computer software	232,657	222,464
Furniture and equipment	115,730	130,296
Leasehold improvements	116,241	127,613
Other	14,716	15,248
Property and equipment, cost	594,862	616,684
Accumulated depreciation	(491,211)	(492,026)
Property and equipment, net	$ 103,651	$ 124,658

Note F—Accrued Payroll Costs and Retirement Obligations

Accrued payroll costs and retirement obligations consisted of the following (in thousands):

	December 31, 2010	December 31, 2009
Payroll and benefits	$153,329	$126,874
Employee retirement obligations	80,716	75,392
Workers' compensation	24,136	25,730
Payroll taxes	56,466	37,249
	$314,647	$265,245

Included in employee retirement obligations is $68 million at December 31, 2010, and $64 million at December 31, 2009, related to the Company's Chief Executive Officer for a deferred compensation plan and other benefits.

Note G—Notes Payable and Other Indebtedness

The Company issued promissory notes as well as other forms of indebtedness in connection with certain acquisitions and other payment obligations. These are due in varying installments, carry varying interest rates and, in aggregate, amounted to $1.8 million at December 31, 2010, and $1.9 million at December 31, 2009. At December 31, 2010, $1.7 million of the notes were collateralized by a standby letter of credit. The following table shows the schedule of maturities for notes payable and other indebtedness at December 31, 2010 (in thousands):

2011	$ 123
2012	111
2013	117
2014	128
2015	140
Thereafter	1,160
	$1,779

At December 31, 2010, the notes carried fixed rates and the weighted average interest rate for the above was approximately 9.0% for each of the years ended December 31, 2010, 2009 and 2008.

The Company has an uncommitted letter of credit facility ("the facility") of up to $35.0 million, which is available to cover the issuance of debt support standby letters of credit. The Company had used $22.0 million in debt support standby letters of credit as of December 31, 2010, and $24.6 million as of December 31, 2009. Of the debt support standby letters of credit outstanding, $20.2 million as of December 31, 2010 and $22.7 million as of December 31, 2009, satisfies workers' compensation insurer's collateral requirements. There is a service fee of 1.75% on the used portion of the facility. The facility is subject to certain financial covenants and expires on August 31, 2011. The Company intends to renew this facility prior to its August 31, 2011, expiration.

Note H—Income Taxes

The provision (benefit) for income taxes for the years ended December 31, 2010, 2009 and 2008, consisted of the following (in thousands):

	Years Ended December 31,		
	2010	2009	2008
Current:			
Federal	$18,085	$14,571	$ 97,262
State	7,412	4,008	28,046
Foreign	16,232	5,169	49,830
Deferred:			
Federal and state	3,654	10,412	(6,569)
Foreign	3,716	(4,660)	526
	$49,099	$29,500	$169,095

Income before the provision for income taxes for the years ended December 31, 2010, 2009 and 2008, consisted of the following (in thousands):

	Years Ended December 31,		
	2010	2009	2008
Domestic	$ 88,065	$66,756	$337,402
Foreign	27,103	7	81,874
	$115,168	$66,763	$419,276

The income taxes shown above varied from the statutory federal income tax rates for these periods as follows:

	Years Ended December 31,		
	2010	2009	2008
Federal U.S. income tax rate	35.0%	35.0%	35.0%
State income taxes, net of federal tax benefit	2.0	2.0	4.4
Tax-free interest income	—	(0.3)	(0.2)
Non-deductible expenses	2.7	4.8	0.9
Non-U.S. income taxed at different rates, net of foreign tax credits	3.4	8.0	(0.1)
Federal tax credits	(1.3)	(2.5)	(0.4)
Tax impact of uncertain tax positions	0.2	(5.1)	0.5
Other, net	0.6	2.3	0.2
Effective tax rate	42.6%	44.2%	40.3%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Note H—Income Taxes (Continued)

The deferred portion of the tax provision (benefit) consisted of the following (in thousands):

	Years Ended December 31,		
	2010	2009	2008
Amortization of franchise rights	$ 570	$ 628	$ 824
Amortization of other intangibles	961	535	366
Accrued expenses, deducted for tax when paid	4,423	5,069	(6,398)
Capitalized costs for books, deducted for tax	4,693	6,809	7,577
Depreciation	(951)	(9,804)	(2,113)
Federal impact of unrecognized tax benefits	(921)	1,353	831
Foreign tax credit carryforwards	(5,719)	5,434	(5,434)
Other, net	4,314	(4,272)	(1,696)
	$ 7,370	$ 5,752	$(6,043)

The deferred income tax amounts included on the Consolidated Statements of Financial Position are composed of the following (in thousands):

	December 31,	
	2010	2009
Current deferred income tax assets, net	$92,087	$51,643
Long-term deferred income tax (liabilities) assets, net	(1,379)	46,515
	$90,708	$98,158

The components of the deferred income tax amounts at December 31, 2010 and 2009, were as follows (in thousands):

	December 31,	
	2010	2009
Deferred Income Tax Assets		
Provision for bad debts	$ 7,299	$ 6,778
Employee retirement and other benefit obligations	49,028	46,177
Workers' compensation	8,284	9,008
Deferred compensation	18,909	29,406
Credits and net operating loss carryforwards	47,847	32,971
Property and equipment basis differences	—	36
Other	18,727	16,734
Total deferred income tax assets	150,094	141,110
Deferred Income Tax Liabilities		
Amortization of intangible assets	(18,819)	(17,287)
Property and equipment basis differences	(3,203)	—
Other	(6,381)	(4,505)
Total deferred income tax liabilities	(28,403)	(21,792)
Valuation allowance	(30,983)	(21,160)
Total deferred income tax assets, net	$ 90,708	$ 98,158

Note H—Income Taxes (Continued)

The Company has net operating loss carryforwards in a number of states. The tax benefit of these net operating losses is $0.4 million. These state net operating losses expire in 2013 and later. The Company has net operating loss carryforwards in foreign countries. The tax benefit of these net operating losses is $28.6 million. These net operating losses expire in 2011 and later.

The Company has not provided deferred income taxes or foreign withholding taxes on $2.0 million and $2.7 million of undistributed earnings of its non-U.S. subsidiaries as of December 31, 2010 and 2009, respectively, since the Company intends to reinvest these earnings indefinitely. The Company would have zero U.S. tax impact upon repatriation, net of foreign tax credits, for the year ended December 31, 2010. The U.S. tax impact upon repatriation, net of foreign tax credits, would be $0.3 million for the year ended December 31, 2009.

FASB authoritative guidance prescribes a recognition threshold and measurement attribute criteria for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The literature also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

The following table reconciles the total amounts of gross unrecognized tax benefits from January 1, 2008 to December 31, 2010 (in thousands):

	December 31,		
	2010	2009	2008
Balance at beginning of period	$13,135	$20,485	$ 5,783
Gross increases—tax positions in prior years	910	2,152	15,144
Gross decreases—tax positions in prior years	(493)	(6,592)	(332)
Gross increases—tax positions in current year	64	130	493
Settlements	(1,111)	(3,040)	(543)
Lapse of statute of limitations	—	—	(60)
Balance at end of period	$12,505	$13,135	$20,485

The total amount of unrecognized tax benefits that, if recognized, would impact the effective tax rate is $3.5 million, $3.0 million and $2.9 million for 2010, 2009 and 2008, respectively.

The Company's continuing practice is to recognize interest and penalties related to income tax matters in income tax expense. The total amount of interest and penalties accrued as of December 31, 2010, is $5.7 million, including a $0.4 million increase recorded in income tax expense during the year. The total amount of interest and penalties accrued as of December 31, 2009, was $5.6 million, including a $2.8 million reduction recorded in income tax expense during the year. The total amount of interest and penalties accrued as of December 31, 2008, was $7.9 million, including a $3.1 million increase recorded in income tax expense during the year.

The Company believes it is reasonably possible that the settlement of certain tax uncertainties could occur within the next twelve months; accordingly, $2.0 million, $11.1 million and $18.4 million of the unrecognized gross tax benefit has been classified as a current liability as of December 31, 2010, 2009 and 2008, respectively. These amounts primarily represent unrecognized tax benefits composed of items related to assessed state income tax audits and settlement negotiations.

The Company's major income tax jurisdictions are the United States and Canada. For U.S. federal income tax, the Company remains subject to examination for 2002 and subsequent years. For major U.S. states, with few exceptions, the Company remains subject to examination for 2003 and subsequent years. For Canada, the Company remains subject to examination for 2002 and subsequent years.

Note I—Commitments and Contingencies

Rental expense, primarily for office premises, amounted to $103.6 million, $107.8 million and $108.8 million for the years ended December 31, 2010, 2009 and 2008, respectively. The approximate minimum rental commitments for 2011 and thereafter under non-cancelable leases in effect at December 31, 2010 were as follows (in thousands):

2011	$ 98,690
2012	84,872
2013	61,717
2014	46,745
2015	36,891
Thereafter	114,006
	$442,921

Additionally, as of December 31, 2010, the Company had future purchase commitments of approximately $28 million over the next three years primarily related to telecom service agreements, software licenses and subscriptions, and computer hardware and software maintenance agreements.

On September 10, 2004, Plaintiff Mark Laffitte, on behalf of himself and a putative class of salaried Account Executives and Staffing Managers, filed a complaint in California Superior Court naming the Company and three of its wholly owned subsidiaries as Defendants. The complaint alleges that salaried Account Executives and Staffing Managers based in California have been misclassified under California law as exempt employees and seeks an unspecified amount for unpaid overtime pay alleged to be due to them had they been paid as non-exempt hourly employees. In addition, the Plaintiff seeks an unspecified amount for statutory penalties for alleged violations of the California Labor Code arising from the alleged misclassification of these employees as exempt employees. On September 18, 2006, the Court issued an order certifying a class with respect to claims for alleged unpaid overtime pay and related statutory penalties but denied certification with respect to claims relating to meal periods and rest time breaks. The Court has stayed the litigation until a decision by the California Supreme Court in a case titled *Pellegrino, et al. v. Robert Half International Inc*. As previously disclosed, the Company believes that *Pellegrino* is not a material pending legal proceeding. However, rulings by the California Supreme Court in *Pellegrino* or in *Harris v. Superior Court*, a case unrelated to the Company, may have a material adverse bearing on the Company's position in this litigation. At this stage of the litigation, it is not feasible to predict the outcome of or a range of loss, should a loss occur, from this proceeding, and accordingly, no amounts have been provided in the accompanying financial statements. The Company believes it has meritorious defenses to the allegations, and the Company intends to continue to vigorously defend against the litigation.

On September 24, 2007, Plaintiff Van Williamson, on behalf of himself and a putative class of salaried Account Executives and Staffing Managers, filed a complaint in California Superior Court naming the Company and three of its wholly owned subsidiaries as Defendants. The complaint alleges that salaried Account Executives and Staffing Managers based in California were not provided meal periods, paid rest periods, and accurate itemized wage statements. It seeks one hour of wages for each employee for each meal and rest period missed during the statutory liability period. It also seeks an unspecified amount for statutory penalties for alleged violations of the California Labor Code arising from the alleged failure to provide the meal and rest periods and accurate itemized wage statements. The allegations in the complaint are substantially similar to the allegations included in the complaint filed by Mark Laffitte described above. The Court stayed the litigation pending the California Supreme Court's decisions in two cases unrelated to the Company: *Brinker Restaurant Corp. v. Superior Court* and *Harris*, a case previously referenced in this Note I. A ruling in the *Harris* case, the *Brinker* case, and/or the *Pellegrino* case previously referenced in this Note I, may have a material adverse bearing on the

Note I—Commitments and Contingencies (Continued)

Company's position in this litigation. At this stage of the litigation, it is not feasible to predict the outcome of or a range of loss, should a loss occur, from this proceeding, and accordingly, no amounts have been provided in the accompanying financial statements. The Company believes it has meritorious defenses to the allegations, and the Company intends to continue to vigorously defend against the litigation.

On April 23, 2010, Plaintiffs David Opalinski and James McCabe, on behalf of themselves and a putative class of similarly situated Staffing Managers, filed a Complaint in the United States District Court for the District of New Jersey naming the Company and one of its subsidiaries as Defendants. The Complaint alleges that salaried Staffing Managers located throughout the U.S. have been misclassified as exempt from the Fair Labor Standards Act's overtime pay requirements. Plaintiffs seek an unspecified amount for unpaid overtime on behalf of themselves and the class they purport to represent. Plaintiffs also seek an unspecified amount for statutory penalties, attorneys' fees and other damages. At this stage of the litigation, it is not feasible to predict the outcome of or a range of loss, should a loss occur, from this proceeding and, accordingly, no amounts have been provided in the Company's financial statements. The Company believes it has meritorious defenses to the allegations, and the Company intends to vigorously defend against the litigation.

The Company is involved in a number of other lawsuits arising in the ordinary course of business. While management does not expect any of these other matters to have a material adverse effect on the Company's results of operations, financial position or cash flows, litigation is subject to certain inherent uncertainties.

Legal costs associated with the resolution of claims, lawsuits and other contingencies are expensed as incurred.

Note J—Stockholders' Equity

Stock Repurchase Program. As of December 31, 2010, the Company is authorized to repurchase, from time to time, up to 11.4 million additional shares of the Company's common stock on the open market or in privately negotiated transactions, depending on market conditions. During the years ended December 31, 2010, 2009 and 2008, the Company repurchased approximately 3.7 million shares, 4.7 million shares and 9.4 million shares of common stock on the open market for a total cost of $96 million, $110 million and $203 million, respectively. Additional stock repurchases were made in connection with employee stock plans, whereby Company shares were tendered by employees for the payment of exercise price and applicable statutory withholding taxes. During the years ended December 31, 2010, 2009 and 2008, such repurchases totaled approximately 2.1 million shares, 1.7 million shares and 1.6 million shares at a cost of $59 million, $40 million and $42 million, respectively. Repurchases of shares have been funded with cash generated from operations.

The repurchased shares are held in treasury and are presented as if constructively retired. Treasury stock is accounted for using the cost method. Treasury stock activity for each of the three years ended December 31, 2010, (consisting of stock option exercises and the purchase of shares for the treasury) is presented in the Consolidated Statements of Stockholders' Equity.

Cash Dividends. The Company's Board of Directors may at their discretion declare and pay dividends upon the shares of the Company's stock either out of the Company's retained earnings or capital surplus. During the years ended December 31, 2010, 2009 and 2008, the Company declared cash dividends of $.52 per share, $.48 per share and $.44 per share, respectively.

Repurchases of shares and issuances of cash dividends are applied first to the extent of retained earnings and any remaining amounts are applied to capital surplus. As a result, the Company had no retained earnings as of December 31, 2010, 2009 and 2008.

Note K—Stock Plans

Under various stock plans, officers, employees, and outside directors have received or may receive grants of restricted stock, stock units, stock appreciation rights or options to purchase common stock. Grants have been made at the discretion of the Committees of the Board of Directors. Grants generally vest over four years. Shares offered under the plan are authorized but unissued shares or treasury shares.

Options currently outstanding under the plans have an exercise price equal to the fair market value of the Company's common stock at the date of grant and consist of non-statutory stock options under the Internal Revenue Code, and generally have a term of 10 years.

Recipients of restricted stock do not pay any cash consideration to the Company for the shares, have the right to vote all shares subject to such grant, and for grants made prior to July 28, 2009, receive all dividends with respect to such shares on the dividend payment dates, whether or not the shares have vested as long as any performance condition has been met. Restricted stock grants made on or after July 28, 2009, contain forfeitable rights to dividends. Dividends for these grants are accrued on the dividend payment dates but are not paid until the shares vest, and dividends accrued for shares that ultimately do not vest are forfeited. Recipients of stock units do not pay any cash consideration for the units, do not have the right to vote, and do not receive dividends with respect to such units. Compensation expense for restricted stock and stock units is generally recognized on a straight-line basis over the vesting period, based on the stock's fair market value on the grant date. For restricted stock grants issued with performance conditions, compensation expense is recognized over each vesting tranche.

FASB authoritative guidance requires that excess tax benefits be recognized as an addition to capital surplus and that unrealized tax benefits be recognized as income tax expense unless there are excess tax benefits from previous equity awards to which it can be offset. The Company calculates the amount of eligible excess tax benefits that are available to offset future tax shortfalls in accordance with the long-form method described in the FASB authoritative guidance.

The Company determines the fair value of options to purchase common stock using the Black-Scholes valuation model. The Company recognizes expense over the service period for options that are expected to vest and records adjustments to compensation expense at the end of the service period if actual forfeitures differ from original estimates. The Company has not granted any options to purchase common stock since 2006.

The Company recognizes compensation expense for only the portion of restricted stock and stock units that is expected to vest, rather than record forfeitures when they occur, as previously permitted. If the actual number of forfeitures differs from those estimated by management, additional adjustments to compensation expense may be required in future periods. For purposes of calculating stock-based compensation expense for retirement-eligible employees, the service period is assumed to be met on the grant date or retirement-eligible date, whichever is later.

Stock-based compensation expense related to stock options for the years ended December 31, 2010, 2009 and 2008, was $0.2 million, $0.8 million and $5.1 million, respectively. Stock-based compensation expense related to restricted stock and stock units for the years ended December 31, 2010, 2009 and 2008, was $56.9 million, $60.3 million and $63.6 million, respectively. As of December 31, 2010, the Company had zero unrecognized compensation cost, net of estimated forfeitures, related to stock options and $62.9 million related to restricted stock. As of December 31, 2009 and 2008, total unrecognized compensation cost, net of estimated forfeitures, was $0.2 million and $0.6 million, respectively, related to stock options and $80.3 million and $100.4 million, respectively, related to restricted stock and stock units. The unrecognized compensation cost is expected to be recognized over the next 4 years.

Note K—Stock Plans (Continued)

The following table reflects activity under all stock plans from December 31, 2007 through December 31, 2010, and the weighted average exercise prices (in thousands, except per share amounts):

	Restricted Stock Plans		Stock Option Plans	
	Number of Shares/ Units	Weighted Average Grant Date Fair Value	Number of Shares	Weighted Average Exercise Price Per Share
Outstanding, December 31, 2007	4,378	$33.88	11,276	$20.51
Granted	2,754	$26.60	—	—
Exercised	—	—	(1,645)	$16.71
Restrictions lapsed	(1,847)	$31.08	—	—
Forfeited	(283)	$32.20	(453)	$24.61
Outstanding, December 31, 2008	5,002	$31.00	9,178	$20.98
Granted	2,827	$16.36	—	—
Exercised	—	—	(1,700)	$14.68
Restrictions lapsed	(2,125)	$27.80	—	—
Forfeited	(335)	$25.98	(189)	$25.42
Outstanding, December 31, 2009	5,369	$24.87	7,289	$22.34
Granted	1,545	$26.81	—	—
Exercised	—	—	(1,726)	$22.22
Restrictions lapsed	(2,722)	$28.17	—	—
Forfeited	(196)	$23.48	(247)	$29.66
Outstanding, December 31, 2010	3,996	$23.44	5,316	$22.04

The total pre-tax intrinsic value of stock options exercised during the years ended December 31, 2010, 2009 and 2008, was $9.6 million, $15.5 million and $16.5 million, respectively. The total fair value of shares vested during the years ended December 31, 2010, 2009 and 2008, was $79.4 million, $51.0 million and $44.0 million, respectively.

The following table summarizes information about options outstanding and options exercisable as of December 31, 2010 (in thousands, except number of years and per share amounts):

	Options Outstanding				Options Exercisable			
Range of Exercise Prices	Number Outstanding as of December 31, 2010	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Aggregate Intrinsic Value	Number Exercisable as of December 31, 2010	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Aggregate Intrinsic Value
$12.22 to $16.95	1,746	1.90	$16.63	$24,388	1,746	1.90	$16.63	$24,388
$17.06 to $22.86	1,516	2.35	$21.49	13,815	1,516	2.35	$21.49	13,815
$22.97 to $26.56	1,384	2.85	$25.90	6,505	1,384	2.85	$25.90	6,505
$26.61 to $33.89	670	3.37	$29.37	824	670	3.37	$29.37	824
	5,316	2.46	$22.04	$45,532	5,316	2.46	$22.04	$45,532

Note K—Stock Plans (Continued)

The aggregate intrinsic value in the preceding table represents the total pre-tax intrinsic value, based on the Company's closing stock price of $30.60 as of December 31, 2010, which would have been received by the option holders had they exercised their in-the-money options as of that date.

At December 31, 2010, the total number of available shares to grant under the plans (consisting of either restricted stock, stock units, stock appreciation rights or options to purchase common stock) was approximately 8.6 million. All of the 5.3 million options outstanding at December 31, 2010, were exercisable with a weighted average exercise price of $22.04.

Note L—Net Income Per Share

The calculation of net income per share for the three years ended December 31, 2010 is reflected in the following table (in thousands, except per share amounts):

	Years Ended December 31,		
	2010	2009	2008
Basic net income per share:			
Net income	$ 66,069	$ 37,263	$250,181
Income allocated to participating securities	2,340	2,196	7,469
Net income available to common stockholders	$ 63,729	$ 35,067	$242,712
Basic weighted average shares	142,833	145,912	151,607
Basic net income per share	$ .45	$ .24	$ 1.60
Diluted net income per share:			
Net income	$ 66,069	$ 37,263	$250,181
Income allocated to participating securities	2,340	2,196	7,437
Net income available to common stockholders	$ 63,729	$ 35,067	$242,744
Basic weighted average shares	142,833	145,912	151,607
Dilutive effect of potential common shares	1,195	699	921
Diluted weighted average shares	144,028	146,611	152,528
Diluted net income per share	$ .44	$ .24	$ 1.59

Potential common shares include the dilutive effect of stock options, unvested performance-based restricted stock, restricted stock which contain forfeitable rights to dividends, and stock units. The weighted average diluted common shares outstanding for the years ended December 31, 2010, 2009 and 2008, respectively, excludes the effect of 0.8 million, 4.5 million, and 2.8 million anti-dilutive potential common shares. Employee stock options will have a dilutive effect under the treasury method only when the respective period's average market value of the Company's common stock exceeds the exercise proceeds. Under the treasury method, exercise proceeds include the amount the employee must pay for exercising stock options, the amount of compensation cost for future service that the Company has not yet recognized, and the amount of tax benefits that would be recorded in capital surplus, if the options were exercised and the stock units and performance-based restricted stock had vested.

Note M—Business Segments

The Company, which aggregates its operating segments based on the nature of services, has three reportable segments: temporary and consultant staffing, permanent placement staffing, and risk consulting and internal audit services. The temporary and consultant segment provides specialized staffing in the accounting and finance, administrative and office, information technology, legal, advertising, marketing and web design fields. The permanent placement segment provides full-time personnel in the accounting, finance, administrative and office, and information technology fields. The risk consulting segment provides business and technology risk consulting and internal audit services.

The accounting policies of the segments are set forth in Note A—Summary of Significant Accounting Policies. The Company evaluates performance based on income or loss from operations before net interest income, intangible amortization expense, and income taxes.

The following table provides a reconciliation of revenue and operating income (loss) by reportable segment to consolidated results (in thousands):

	Years Ended December 31,		
	2010	2009	2008
Net service revenues			
Temporary and consultant staffing	$2,568,255	$2,471,132	$3,626,183
Permanent placement staffing	221,219	181,856	427,499
Risk consulting and internal audit services	385,619	383,559	546,872
	$3,175,093	$3,036,547	$4,600,554
Operating income (loss)			
Temporary and consultant staffing	$ 108,443	$ 104,521	$ 348,963
Permanent placement staffing	17,502	(6,973)	60,482
Risk consulting and internal audit services	(10,945)	(30,768)	7,287
	115,000	66,780	416,732
Amortization of intangible assets	411	1,460	2,617
Interest income, net	(579)	(1,443)	(5,161)
Income before income taxes	$ 115,168	$ 66,763	$ 419,276

Note M—Business Segments (Continued)

The Company does not report total assets by segment. The following tables represent identifiable assets by business segment (in thousands):

	December 31,		
	2010	2009	2008
Accounts receivable			
Temporary and consultant staffing	$296,722	$257,918	$348,946
Permanent placement staffing	59,952	43,815	58,538
Risk consulting and internal audit services	88,070	82,082	111,541
	$444,744	$383,815	$519,025

	December 31,		
	2010	2009	2008
Goodwill			
Temporary and consultant staffing	$134,653	$134,780	$134,091
Permanent placement staffing	26,568	26,579	26,323
Risk consulting and internal audit services	28,566	27,977	27,116
	$189,787	$189,336	$187,530

The Company operates internationally, with operations in North America, South America, Europe, Asia and Australia. The following tables represent revenues and long-lived assets by geographic location (in thousands):

	Years Ended December 31,		
	2010	2009	2008
Net service revenues			
Domestic	$2,263,316	$2,161,826	$3,278,594
Foreign	911,777	874,721	1,321,960
	$3,175,093	$3,036,547	$4,600,554

	December 31,		
	2010	2009	2008
Assets, long-lived			
Domestic	$ 86,689	$ 101,034	$ 113,474
Foreign	16,962	23,624	32,225
	$ 103,651	$ 124,658	$ 145,699

Note N—Quarterly Financial Data (Unaudited)

The following tabulation shows certain quarterly financial data for 2010 and 2009 (in thousands, except per share amounts):

2010	Quarter 1	Quarter 2	Quarter 3	Quarter 4	Year Ended December 31,
Net service revenues	$737,173	$769,090	$817,258	$851,572	$3,175,093
Gross margin	$268,128	$289,858	$309,140	$326,907	$1,194,033
Income before income taxes	$ 12,265	$ 22,387	$ 37,268	$ 43,248	$ 115,168
Net income	$ 8,475	$ 12,181	$ 20,623	$ 24,790	$ 66,069
Net income available to common stockholders	$ 7,626	$ 11,660	$ 20,099	$ 24,144	$ 63,729
Basic net income per share	$ .05	$ .08	$ .14	$ .17	$ .45
Diluted net income per share	$ .05	$ .08	$ .14	$ .17	$ .44

2009	Quarter 1	Quarter 2	Quarter 3	Quarter 4	Year Ended December 31,
Net service revenues	$823,325	$749,887	$725,912	$737,423	$3,036,547
Gross margin	$293,728	$265,057	$266,411	$278,483	$1,103,679
Income before income taxes	$ 16,680	$ 10,225	$ 17,419	$ 22,439	$ 66,763
Net income	$ 8,788	$ 5,416	$ 9,531	$ 13,528	$ 37,263
Net income available to common stockholders	$ 8,308	$ 4,801	$ 8,988	$ 12,969	$ 35,067
Basic net income per share	$ .06	$ .03	$ .06	$ .09	$ .24
Diluted net income per share	$ .06	$ .03	$ .06	$ .09	$ .24

Note O—Subsequent Events

On February 9, 2011, the Company announced a quarterly dividend of $.14 per share to be paid to all shareholders of record on February 25, 2011. The dividend will be paid on March 15, 2011.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Robert Half International Inc.:

In our opinion, the consolidated financial statements listed in the index appearing under Item 15(a)(1) present fairly, in all material respects, the financial position of Robert Half International Inc., and its subsidiaries at December 31, 2010 and 2009, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2010, in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2010, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing in Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

San Francisco, California
February 17, 2011

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures. Management, including the Company's Chairman and Chief Executive Officer and the Vice Chairman and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, the Chairman and Chief Executive Officer and the Vice Chairman and Chief Financial Officer concluded that the disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports the Company files and submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission and that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting. There have been no changes in the Company's internal controls over financial reporting identified in connection with the evaluation required by Rule 13a-15 of the Securities Exchange Act of 1934 that occurred during the Company's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting. Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended). Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2010, using criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and concluded that the Company maintained effective internal control over financial reporting as of December 31, 2010.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2010, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included herein.

Item 9B. Other Information

None.

PART III

Except as provided below in this Part III, the information required by Items 10 through 14 of Part III is incorporated by reference from Item 1 of this Report and from the registrant's Proxy Statement, under the captions *"Nomination and Election of Directors," "Beneficial Stock Ownership," "Compensation Discussion and Analysis," "Compensation Tables," "Corporate Governance," "The Board and Committees"* and *"Independent Registered Public Accounting Firm"* which Proxy Statement will be mailed to stockholders in connection with the registrant's annual meeting of stockholders which is scheduled to be held in May 2011.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights A	Weighted average exercise price of outstanding options, warrants and rights B	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column A) C
Equity compensation plans approved by security holders	2,610,255	$21.72	8,648,939
Equity compensation plans not approved by security holders(a)	2,706,104	$22.34	0
Total	5,316,359	$22.04	8,648,939

(a) These plans, by their terms, expressly prohibited any grants to directors or executive officers. All such plans were terminated in May 2005, and no future grants may be made under such plans. The information in the table reflects shares issuable upon the exercise of options granted before such plans were terminated.

Since May 2005, all grants have been made pursuant to the Stock Incentive Plan, which was approved by stockholders in May 2005 and re-approved in May 2008. Such plan authorizes the issuance of stock options, restricted stock, stock units and stock appreciation rights to directors, executive officers and employees.

Description of Equity Plans Not Approved by Stockholders

All of the following plans were terminated in May 2005. No future grants may be made under any of these plans.

StockPlus Plan. The StockPlus Plan authorized the grant of stock options to employees other than directors and executive officers. No option could have a term of more than ten years.

Stock Option Plan for Field Employees. The Stock Option Plan for Field Employees authorized the grant of stock options to employees or consultants other than directors and executive officers. No option could have a term of more than ten years.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) 1. Financial Statements

The following consolidated financial statements of the Company and its subsidiaries are included in Item 8 of this report:

Consolidated statements of financial position at December 31, 2010 and 2009.

Consolidated statements of operations for the years ended December 31, 2010, 2009, and 2008.

Consolidated statements of stockholders' equity for the years ended December 31, 2010, 2009, and 2008.

Consolidated statements of cash flows for the years ended December 31, 2010, 2009, and 2008.

Notes to consolidated financial statements.

Report of independent registered public accounting firm.

Selected quarterly financial data for the years ended December 31, 2010 and 2009 are set forth in Note N—Quarterly Financial Data (Unaudited) included in Item 8 of this report.

2. Financial Statement Schedules

Schedule II—Valuation and Qualifying Accounts

Schedules I, III, IV and V have been omitted as they are not applicable.

3. Exhibits

Exhibit No.	Exhibit
3.1	Restated Certificate of Incorporation, incorporated by reference to Exhibit 3.1 to Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2009.
3.2	By-Laws, incorporated by reference to Exhibit 3.2 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2003.
4.1	Restated Certificate of Incorporation of Registrant (filed as Exhibit 3.1).
*10.1	Form of Power of Attorney and Indemnification Agreement, incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2002.
*10.2	Employment Agreement between the Registrant and Harold M. Messmer, Jr. The February 9, 2011, amendment to the Employment Agreement is filed with this Annual Report on Form 10-K for the fiscal year ended December 31, 2010. The original Employment Agreement and the previous amendments thereto are incorporated by reference to (i) Exhibit 10.(c) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1985, (ii) Exhibit 10.2(b) to Registrant's Registration Statement on Form S-1 (No. 33-15171), (iii) Exhibit 10.2(c) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1987, (iv) Exhibit 10.2(d) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1988, (v) Exhibit 28.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 1990, (vi) Exhibit 10.8 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1991, (vii) Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 1993, (viii) Exhibit 10.7 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1993, (ix) Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 1995, (x) Exhibit 10.7 to the Registrant's Annual Report on

Exhibit No.	Exhibit
	Form 10-K for the fiscal year ended December 31, 1995, (xi) Exhibit 10.2 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1996, (xii) Exhibit 10.2 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1997, (xiii) Exhibit 10.2 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1998, (xiv) Exhibit 10.2 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1999, (xv) Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2004, and (xvi) Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2008.
*10.3	Amended and Restated Retirement Agreement between Registrant and Harold M. Messmer Jr., incorporated by reference to Exhibit 99.2 to the Registrant's Current Report on Form 8-K dated December 7, 2006.
*10.4	Excise Tax Restoration Agreement as amended and restated, incorporated by reference to Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2008.
*10.5	Outside Directors' Option Plan, as amended, incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2004.
*10.6	Equity Incentive Plan, as amended, incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2000.
*10.7	Amended and Restated Deferred Compensation Plan, incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2008.
*10.8	Amended and Restated Severance Agreement dated as of February 9, 2011, between Registrant and Paul F. Gentzkow.
*10.9	Agreement dated as of July 31, 1995, between Registrant and Paul F. Gentzkow, incorporated by reference to Exhibit 10.6 to Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2000.
*10.10	Form of Amended and Restated Severance Agreement.
*10.11	Form of Indemnification Agreement for Directors of the Registrant, incorporated by reference to (i) Exhibit 10.27 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1989 and (ii) Exhibit 10.19 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1993.
*10.12	Form of Indemnification Agreement for Executive Officers of Registrant, incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2000.
*10.13	Senior Executive Retirement Plan.
*10.14	Collateral Assignment of Split Dollar Insurance Agreement, incorporated by reference to (i) Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2000, and (ii) Exhibit 10.18 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2003.
*10.15	Form of Part-Time Employment Agreement, as amended and restated, incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2009.
*10.16	StockPlus Plan, incorporated by reference to Exhibit 10.20 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2002.
*10.17	Annual Performance Bonus Plan, as amended and restated, incorporated by reference to Exhibit 10.1 to Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2010.

Exhibit No.	Exhibit
*10.18	Stock Option Plan for Field Employees, incorporated by reference to Exhibit 10.22 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2002.
*10.19	Equity Incentive Plan—Form of Restricted Stock Agreement, incorporated by reference to Exhibit 99.2 to the Registrant's Current Report on Form 8-K dated October 21, 2004.
*10.20	Equity Incentive Plan—Form of Stock Option Agreement, incorporated by reference to Exhibit 99.3 to the Registrant's Current Report on Form 8-K dated October 21, 2004.
*10.21	Outside Directors' Option Plan—Form of Stock Option Agreement, incorporated by reference to Exhibit 99.4 to the Registrant's Current Report on Form 8-K dated October 21, 2004.
*10.22	Summary of Outside Director Cash Remuneration, incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2010.
*10.23	Stock Incentive Plan, as amended and restated, incorporated by reference to Exhibit 10.1 to Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2009.
*10.24	Stock Incentive Plan—Form of Restricted Share Agreement for Executive Officers, incorporated by reference to Exhibit 99.3 to Registrant's Current Report on Form 8-K dated May 3, 2005.
*10.25	Stock Incentive Plan—Form of Stock Option Agreement for Executive Officers, incorporated by reference to Exhibit 99.4 to Registrant's Current Report on Form 8-K dated May 3, 2005.
*10.26	Stock Incentive Plan—Form of Restricted Share Agreement for Outside Directors, incorporated by reference to Exhibit 10.1 to Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2006.
*10.27	Stock Incentive Plan—Form of Stock Option Agreement for Outside Directors, incorporated by reference to Exhibit 99.6 to Registrant's Current Report on Form 8-K dated May 3, 2005.
21.1	Subsidiaries of the Registrant.
23.1	Independent Registered Public Accounting Firm's Consent.
31.1	Rule 13a-14(a) Certification of Chief Executive Officer.
31.2	Rule 13a-14(a) Certification of Chief Financial Officer.
32.1	Rule 1350 Certification of Chief Executive Officer.
32.2	Rule 1350 Certification of Chief Financial Officer.
101.1	Part II, Item 8 of this Form 10-K formatted in XBRL.

* Management contract or compensatory plan.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ROBERT HALF INTERNATIONAL INC.
(Registrant)

Date: February 17, 2011	By:	/s/ M. KEITH WADDELL
		M. Keith Waddell Vice Chairman, President and Chief Financial Officer (Principal Financial Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: February 17, 2011	By:	/s/ HAROLD M. MESSMER, JR.
		Harold M. Messmer, Jr. Chairman of the Board, Chief Executive Officer, and a Director (Principal Executive Officer)
Date: February 17, 2011	By:	/s/ ANDREW S. BERWICK, JR.
		Andrew S. Berwick, Jr., Director
Date: February 17, 2011	By:	/s/ EDWARD W. GIBBONS
		Edward W. Gibbons, Director
Date: February 17, 2011	By:	/s/ BARBARA J. NOVOGRADAC
		Barbara J. Novogradac, Director
Date: February 17, 2011	By:	/s/ ROBERT J. PACE
		Robert J. Pace, Director
Date: February 17, 2011	By:	/s/ FREDERICK A. RICHMAN
		Frederick A. Richman, Director
Date: February 17, 2011	By:	/s/ J. STEPHEN SCHAUB
		J. Stephen Schaub, Director
Date: February 17, 2011	By:	/s/ M. KEITH WADDELL
		M. Keith Waddell Vice Chairman, President, Chief Financial Officer and a Director (Principal Financial Officer)
Date: February 17, 2011	By:	/s/ MICHAEL C. BUCKLEY
		Michael C. Buckley Executive Vice President and Treasurer (Principal Accounting Officer)

Schedule II—Valuation and Qualifying Accounts
(in thousands)

	Balance at Beginning of Period	Charged to Expenses	Deductions	Translation Adjustments	Balance at End of Period
Year Ended December 31, 2008					
Allowance for doubtful accounts receivable	$28,464	18,137	(9,435)	(2,949)	$34,217
Deferred tax valuation allowance	$12,699	4,846	(2,391)	(576)	$14,578
Year Ended December 31, 2009					
Allowance for doubtful accounts receivable	$34,217	(839)	(10,504)	(1,451)	$21,423
Deferred tax valuation allowance	$14,578	7,295	(1,320)	607	$21,160
Year Ended December 31, 2010					
Allowance for doubtful accounts receivable	$21,423	6,795	(4,491)	(2,158)	$21,569
Deferred tax valuation allowance	$21,160	12,592	(2,660)	(109)	$30,983

Exhibit 10.2

Seventeenth Amendment to Employment Agreement

This Seventeenth Amendment to Employment Agreement (the "Amendment") is made and entered into as of February 9, 2011, by and between Robert Half International Inc. (formerly Boothe Financial Corporation), a Delaware corporation, ("Corporation") and Harold M. Messmer, Jr. (the "Officer").

WHEREAS, Corporation and Officer have entered into an employment agreement, dated as of October 2, 1985, which has been amended previously (the "Employment Agreement").

WHEREAS, Corporation and Officer also wish to make certain amendments to the Employment Agreement.

NOW, THEREFORE, the Corporation and Officer agree that the Employment Agreement is further amended as follows:

1. Section 2.1(d) of the Employment Agreement is hereby amended by deleting "July 29, 2008, ('Option Plan')" and inserting "the date hereof and as such plan may be subsequently amended" in its place.

2. Section 4.5 of the Employment Agreement is hereby amended by deleting "or by virtue of Officer's exercise of a Limited Right under the Option Plan upon a Change in Control."

3. In all other respects, the Employment Agreement as previously amended is hereby ratified and confirmed and shall remain in full force and effect.

IN WITNESS WHEREOF, Corporation and Officer hereto have executed this Amendment effective as of the date first written above.

ROBERT HALF INTERNATIONAL INC.	HAROLD M. MESSMER, JR.
By: ____________________________	____________________________
M. Keith Waddell Vice Chairman and President	

Exhibit 10.8

Amended and Restated Severance Agreement
(Effective as of February 9, 2011)

This Amended and Restated Severance Agreement is entered into as of February 9, 2011, by and between Robert Half International Inc., a Delaware corporation (the "Company") and Paul F. Gentzkow (the "Employee").

WHEREAS**,** the Company and Employee have previously entered into an Amended and Restated Severance Agreement dated as of April 21, 2009, which amended and restated an agreement originally entered into in 2000.

WHEREAS**,** the Severance Agreement was entered into because the Company believed it to be in the best interest of the Company and its shareholders to provide for stability in the management of the Company.

WHEREAS**,** the Compensation Committee of the Board of Directors of the Company has approved an amendment to the Severance Agreement.

NOW, THEREFORE, in consideration of the foregoing and the terms and conditions set forth herein, the Company and the Employee hereby agree that the Amended and Restated Severance Agreement dated as of April 21, 2009, shall be amended and restated to read in its entirety as set forth herein:

1. Definitions

"Base Salary" means the highest rate of annual base salary paid to Employee at any time within the six (6) months preceding the Termination Date.

"Change in Control" shall have the meaning specified in the Company's Stock Incentive Plan, as in effect on the date hereof and as such plan may be subsequently amended.

"Continuation Number" means (a) 2.99, if Employee has served as a Director of the Company at any time prior to the Termination Date, and (b) 2, in all other cases.

"Earliest Payment Date" shall mean six months following Separation from Service or such alternate date as future modifications or amendments to Section 409A and the rules and regulations thereunder may specify as the earliest permitted date for a payment to be made, or, if earlier the date of Employee's death.

"Medical Coverage" means healthcare insurance, benefits and/or coverage that either directly pays the cost of medical care or provides reimbursement therefor, and includes, but is not limited to, doctor or other provider services, tests, equipment, prescriptions and anything else generally considered to be related to individual health care, whether preventive or corrective.

"Section 409A" means Section 409A of the Internal Revenue Code.

"Separation from Service" shall have the meaning specified by Section 409A and the rules and regulations thereunder, as such meaning may be modified or amended from time to time.

"Specified Employee" shall have the meaning specified by Section 409A and the rules and regulations thereunder, as such meaning may be modified or amended from time to time.

"Stock" means the Common Stock, $.001 par value, of the Company.

"Termination Date" means the date on which Employee's employment with the Company is terminated.

"Termination For Cause" means termination by the Company of Employee's employment by the Company by reason of Employee's willful dishonesty towards, fraud upon, or deliberate injury or attempted injury to the Company, or by reason of Employee's willful material breach of any employment agreement with the Company, which has resulted in material injury to the Company; provided, however, that Employee's employment shall not be deemed to have terminated in a Termination For Cause if such termination took place as a result of any act or omission believed by Employee in good faith to have been in the interest of the Company.

"Termination Without Cause" means (1) termination by the Company of Employee's employment other than pursuant to a Termination For Cause or (2) termination by Employee following (a) a reduction by more than 5% of Employee's base salary per month, exclusive of bonus, fringe benefits and other non-salary compensation, or (b) a request by the Company that Employee relocate more than 50 miles away from the current location of the principal executive offices of the Company.

"Termination Following a Change in Control" means a voluntary termination by Employee within one year following Change in Control.

2. Payments and Benefits Upon Termination Without Cause. In the event of a Termination Without Cause, the Employee shall be entitled to receive the following:

2.1. Base Salary. Employee shall be paid a lump-sum amount equal to the product of Employee's Base Salary and Employee's Continuation Number. To the extent required by Section 409A, if Employee is a Specified Employee, this lump sum shall be paid no earlier than the Earliest Payment Date and no later than ten business days thereafter.

2.2. Bonus.

(a) If the Termination Date occurs within 12 months after a Change in Control, Employee shall be paid a lump-sum amount equal to the product of (i) the annual cash bonus paid (or to be paid) to Employee with respect to the last full calendar year completed prior to the Change in Control and (ii) Employee's Continuation Number. To the extent required by Section 409A, if Employee is a Specified Employee, this lump sum shall be paid no earlier than the Earliest Payment Date and no later than ten business days thereafter.

(b) If the Termination Date does not occur within 12 months after a Change in Control, Employee shall be paid, when such bonus payments would otherwise typically be made to Employee, but in no event later than the March 15 of the calendar year immediately following the Calendar year in which the Termination Date occurs, a lump-sum amount equal to the product of (i) a fraction, the numerator of which shall be the number of months that, as of the last day of the month in which the Termination Date occurs, shall have passed since the beginning of that calendar year, and the denominator of which shall be twelve and (ii) the bonus to which Employee would have been entitled had such termination not occurred. For purposes of the foregoing clause (ii), Employee shall be not be entitled to a pro rata amount of bonus that is discretionary unless such Employee is specifically awarded such discretionary amount in accordance with the terms and conditions of the applicable bonus plan or program.

2.3. Benefits. For such number of years following the Termination Date as is equal to the Continuation Number, or until Employee is reemployed, whichever first occurs, Employee also shall be entitled to all employee benefits, including medical and life insurance, pension, retirement and other benefits to which Employee was entitled on the Termination Date.

2.4. Vesting. If, on the Termination Date, Employee holds any Stock or options or other rights to acquire Stock which are subject to restrictions or vesting based on continued employment with the Company, such restrictions shall lapse and such vesting shall occur effective as of the Termination Date. Each option held by Employee shall remain outstanding and exercisable until the earlier of its exercise or its original expiration date. In addition, if Employee is a participant in the Company's Deferred Compensation Plan, Senior Executive Retirement Plan or any successor plans, all amounts credited under such plans to Employee shall become fully vested and nonforfeitable.

2.5. Multiple Benefits. To the extent that any other agreement ("Other Agreement") between the Employee and the Company would provide for salary continuation (or a lump sum payment in lieu of salary continuation) and bonus payments under the same circumstances as such benefits would be provided pursuant to Sections 2.1 and 2.2 hereof, then Employee shall not receive such benefits under both the Other Agreement and Sections 2.1 and 2.2, but shall instead receive the greater of the salary benefit payable under either Section 2.1 or the Other Agreement and the greater of the bonus benefit payable under either Section 2.2 or the Other Agreement. Notwithstanding the foregoing, the Benefits provided by Sections 2.1, 2.2 and 2.3 hereof shall supersede the provisions of Sections 2(a), 2(b) and 2(c) of the Agreement dated as of July 31, 1995, between Employee and the Company, which superseded sections are of no further force or effect. It is agreed that the Severance Agreement dated as of October 1, 1991, between Employee and the Company is terminated and of no further force or effect.

3. Termination Following a Change in Control. If Employee has served as a Director of the Company at any time prior to the Termination Date, Employee shall be entitled to the benefits described in Section 2 hereof in the event of a Termination Following a Change in Control.

4. Medical Coverage. In the event of any termination of Employee's employment on or after (i) Employee's 53rd birthday (if Employee has served as a director) or (ii) Employee's 60th birthday (if Employee has not served as a director), whether by the Company or by Employee, other than a Termination For Cause, the Company shall continue to provide to each of Employee and his then current wife until their respective deaths, at the Company's expense, Medical Coverage at a level equal to the greater of (a) the level provided at the date hereof or (b) whatever level may be provided by the Company at any time after the date hereof for its then current employees. Such Medical Coverage shall be provided by means of continued participation in Company healthcare plans, the provision of a separate healthcare plan, direct Company reimbursement, or any combination thereof.

5. Employment. The sole purpose of this Agreement is to provide Employee with severance benefits under the circumstances described herein. This Agreement is not an employment agreement. This Agreement shall not affect any right of the Company to terminate Employee's employment at any time.

6. Headings. The headings used in this Agreement are for convenience only, and shall not be used to construe the terms and conditions of the Agreement.

7. Governing Law. This Agreement shall be governed by and construed according to the laws of the State of California. The terms of this Agreement shall bind and shall inure to the benefit of the successors and assigns of the parties hereto.

IN WITNESS WHEREOF, the Company and the Employee have executed this Agreement as of the date first set forth above.

ROBERT HALF INTERNATIONAL INC.

By: Harold M. Messmer, Jr.
Chief Executive Officer

Paul F. Gentzkow

Exhibit 10.10

The Amended and Restated Severance Agreement substantially in the form attached hereto has been entered into by Registrant with each of Harold M. Messmer, Jr., M. Keith Waddell, Robert W. Glass, and Steven Karel. Pursuant to Instruction 2 to Item 601 of Regulation S-K, the individual agreements are not being filed.

Amended and Restated Severance Agreement
(Effective as of February 9, 2011)

This Amended and Restated Severance Agreement is entered into as of February 9, 2011, by and between Robert Half International Inc., a Delaware corporation (the "Company") and (the "Employee").

WHEREAS, the Company and Employee have previously entered into an Amended and Restated Severance Agreement dated as of April 21, 2009, which amended and restated an agreement originally entered into in 1990.

WHEREAS, the Severance Agreement was entered into because the Company believed it to be in the best interest of the Company and its shareholders to provide for stability in the management of the Company.

WHEREAS, the Compensation Committee of the Board of Directors of the Company has approved an amendment to the Severance Agreement.

NOW, THEREFORE, in consideration of the foregoing and the terms and conditions set forth herein, the Company and the Employee hereby agree that the Amended and Restated Severance Agreement dated as of April 21, 2009, shall be amended and restated to read in its entirety as set forth herein:

1. Definitions

"Base Salary" means the highest rate of annual base salary paid to Employee at any time within the six (6) months preceding the Termination Date.

"Change in Control" shall have the meaning specified in the Company's Stock Incentive Plan, as in effect on the date hereof and as such plan may be subsequently amended .

"Continuation Number" means (a) 2.99, if Employee has served as a Director of the Company at any time prior to the Termination Date, and (b) 2, in all other cases.

"Earliest Payment Date" shall mean six months following Separation from Service or such alternate date as future modifications or amendments to Section 409A and the rules and regulations thereunder may specify as the earliest permitted date for a payment to be made, or, if earlier the date of Employee's death.

"Medical Coverage" means healthcare insurance, benefits and/or coverage that either directly pays the cost of medical care or provides reimbursement therefor, and includes, but is not limited to, doctor or other provider services, tests, equipment, prescriptions and anything else generally considered to be related to individual health care, whether preventive or corrective.

"Section 409A" means Section 409A of the Internal Revenue Code.

"Separation from Service" shall have the meaning specified by Section 409A and the rules and regulations thereunder, as such meaning may be modified or amended from time to time.

"Specified Employee" shall have the meaning specified by Section 409A and the rules and regulations thereunder, as such meaning may be modified or amended from time to time.

"Stock" means the Common Stock, $.001 par value, of the Company.

"Termination Date" means the date on which Employee's employment with the Company is terminated.

"Termination For Cause" means termination by the Company of Employee's employment by the Company by reason of Employee's willful dishonesty towards, fraud upon, or deliberate injury or attempted injury to the Company, or by reason of Employee's willful material breach of any employment agreement with the Company, which has resulted in material injury to the Company; provided, however, that Employee's employment shall not be deemed to have terminated in a Termination For Cause if such termination took place as a result of any act or omission believed by Employee in good faith to have been in the interest of the Company.

"Termination Without Cause" means (1) termination by the Company of Employee's employment other than pursuant to a Termination For Cause or (2) termination by Employee following (a) a reduction by more than 5% of Employee's base salary per month, exclusive of bonus, fringe benefits and other non-salary compensation, or (b) a request by the Company that Employee relocate more than 50 miles away from the current location of the principal executive offices of the Company.

"Termination Following a Change in Control" means a voluntary termination by Employee within one year following Change in Control.

2. Payments and Benefits Upon Termination Without Cause. In the event of a Termination Without Cause, the Employee shall be entitled to receive the following:

2.1. Base Salary. Employee shall be paid a lump-sum amount equal to the product of Employee's Base Salary and Employee's Continuation Number. To the extent required by Section 409A, if Employee is a Specified Employee, this lump sum shall be paid no earlier than the Earliest Payment Date and no later than ten business days thereafter.

2.2. Bonus.

(a) If the Termination Date occurs within 12 months after a Change in Control, Employee shall be paid a lump-sum amount equal to the product of (i) the annual cash bonus paid (or to be paid) to Employee with respect to the last full calendar year completed prior to the Change in Control and (ii) Employee's Continuation Number. To the extent required by Section 409A, if Employee is a Specified Employee, this lump sum shall be paid no earlier than the Earliest Payment Date and no later than ten business days thereafter.

(b) If the Termination Date does not occur within 12 months after a Change in Control, Employee shall be paid, when such bonus payments would otherwise typically be made to Employee, but in no event later than the March 15 of the calendar year immediately following the Calendar year in which the Termination Date occurs, a lump-sum amount equal to the product of (i) a fraction, the numerator of which shall be the number of months that, as of the last day of the month in which the Termination Date occurs, shall have passed since the beginning of that calendar year, and the denominator of which shall be twelve and (ii) the bonus to which Employee would have been entitled had such termination not occurred. For purposes of the foregoing clause (ii), Employee shall be not be entitled to a pro rata amount of bonus that is discretionary unless such Employee is specifically awarded such discretionary amount in accordance with the terms and conditions of the applicable bonus plan or program.

2.3. Benefits. For such number of years following the Termination Date as is equal to the Continuation Number, or until Employee is reemployed, whichever first occurs, Employee also shall be entitled to all employee benefits, including medical and life insurance, pension, retirement and other benefits to which Employee was entitled on the Termination Date.

2.4. Vesting. If, on the Termination Date, Employee holds any Stock or options or other rights to acquire Stock which are subject to restrictions or vesting based on continued employment with the Company, such restrictions shall lapse and such vesting shall occur effective as of the Termination Date. Each option held by Employee shall remain outstanding and exercisable until the earlier of its exercise or its original expiration date. In addition, if Employee is a participant in the Company's Deferred Compensation Plan, Senior Executive Retirement Plan or any successor plans, all amounts credited under such plans to Employee shall become fully vested and nonforfeitable.

2.5. Multiple Benefits. To the extent that any other agreement ("Other Agreement") between the Employee and the Company would provide for salary continuation (or a lump sum payment in lieu of salary continuation) and bonus payments under the same circumstances as such benefits would be provided pursuant to Sections 2.1 and 2.2 hereof, then Employee shall not receive such benefits under both the Other Agreement and Sections 2.1 and 2.2, but shall instead receive the greater of the salary benefit payable under either Section 2.1 or the Other Agreement and the greater of the bonus benefit payable under either Section 2.2 or the Other Agreement. Except as provided by the foregoing sentence, the benefits payable under this Agreement shall be in addition to, and not in lieu of, any other benefits that may be provided under any plan, program or agreement.

3. Termination Following a Change in Control. If Employee has served as a Director of the Company at any time prior to the Termination Date, Employee shall be entitled to the benefits described in Section 2 hereof in the event of a Termination Following a Change in Control.

4. Medical Coverage. In the event of any termination of Employee's employment on or after (i) Employee's 53rd birthday (if Employee has served as a director) or (ii) Employee's 60th birthday (if Employee has not served as a director), whether by the Company or by Employee, other than a Termination For Cause, the Company shall continue to provide to each of Employee and his then current wife until their respective deaths, at the Company's expense, Medical Coverage at a level equal to the greater of (a) the level provided at the date hereof or (b) whatever level may be provided by the Company at any time after the date hereof for its then current employees. Such Medical Coverage shall be provided by means of continued participation in Company healthcare plans, the provision of a separate healthcare plan, direct Company reimbursement, or any combination thereof.

5. Employment. The sole purpose of this Agreement is to provide Employee with severance benefits under the circumstances described herein. This Agreement is not an employment agreement. This Agreement shall not affect any right of the Company to terminate Employee's employment at any time.

6. Headings. The headings used in this Agreement are for convenience only, and shall not be used to construe the terms and conditions of the Agreement.

7. Governing Law. This Agreement shall be governed by and construed according to the laws of the State of California. The terms of this Agreement shall bind and shall inure to the benefit of the successors and assigns of the parties hereto.

IN WITNESS WHEREOF, the Company and the Employee have executed this Agreement as of the date first set forth above.

ROBERT HALF INTERNATIONAL INC.

By: M. Keith Waddell

Employee

Exhibit 10.13

ROBERT HALF INTERNATIONAL INC.
SENIOR EXECUTIVE RETIREMENT PLAN
(As Amended and Restated Effective February 9, 2011)

1. INTRODUCTION. This Plan was adopted by the Company to provide retirement benefits to those individuals, other than any individual holding the office of Chief Executive Officer or President, who participated in the Company's Deferred Compensation Plan and, with respect to those individuals, this Plan shall supersede the Deferred Compensation Plan. The Administrator or the Chief Executive Officer may also select other Participants to be eligible for benefits hereunder. It is amended and restated effective February 9, 2011.

2. DEFINITIONS. As used in this Plan, the following terms have the meanings set forth below:

ADMINISTRATOR means the Compensation Committee of the Board.

BOARD means the Board of Directors of the Company.

CHANGE IN CONTROL shall have the meaning specified in the Company's Stock Incentive Plan as in effect on the date hereof and as such plan may be subsequently amended.

COMPANY means Robert Half International Inc., a Delaware corporation.

EARLIEST PAYMENT DATE shall mean six months following Separation from Service or such alternate date as future modifications or amendments to Section 409A and the rules and regulations thereunder may specify as the earliest permitted date for a payment to be made, or, if earlier the date of Employee's death.

EXCHANGE ACT means the Securities Exchange Act of 1934, as amended.

OFFER means a tender offer or an exchange offer for shares of the Company's Stock.

PARTICIPANT means any elected executive officer or any key executive, other than any individual holding the office of Chief Executive Officer or President, approved by the Administrator or the Chief Executive Officer for participation in the Plan. The benefits of individuals (other than any individual holding the office of Chief Executive Officer or President) who had accounts (whether or not vested) under the Deferred Compensation Plan shall be transferred to this Plan, effective December 31, 1995, with interest for 1995 credited at the rate and as provided in Section 7 hereof instead of at the rate and as provided in the Deferred Compensation Plan. With respect to the year ended December 31, 1995 those individuals will thereafter be Participants hereunder and will no longer participate in the Deferred Compensation Plan.

PLAN means the Senior Executive Retirement Plan.

SECTION 409A means Section 409A of the Internal Revenue Code.

SEPARATION FROM SERVICE shall have the meaning specified by Section 409A and the rules and regulations thereunder, as such meaning may be modified or amended from time to time.

SPECIFIED EMPLOYEE shall have the meaning specified by Section 409A and the rules and regulations thereunder, as such meaning may be modified or amended from time to time.

VOTING SHARES means the outstanding shares of the Company entitled to vote for the election of directors.

3. PURPOSE OF THE PLAN. The purpose of the Plan is to attract, retain and reward Participants by providing them with supplemental income for use after their retirement. The Plan is designed to qualify as an unfunded ERISA “top-hat” plan for a select group of management or highly compensated employees of the Company and its subsidiaries designated by the Administrator. The Plan is intended to satisfy the requirements of, and shall be implemented and administered in a manner consistent with, Section 409A of the Internal Revenue Code of 1986, as amended (the “Section 409A”).

4. ADMINISTRATION. The Administrator shall have full power to interpret, construe and administer the Plan, except as otherwise provided in the Plan. The expense of administering the Plan shall be borne by the Company and shall not be charged against benefits payable hereunder.

5. DEFERRED COMPENSATION FORMULA. Each Participant shall receive the base salary and annual cash bonus payable to that Participant for services rendered in his capacity as an employee of the Company or a designated subsidiary during the calendar year of participation, plus fifteen percent (15%) of such base salary and annual cash bonus as deferred compensation pursuant to this Plan, provided he is employed by the Company on the last day of such calendar year (December 31, 1995 for the first year). A Participant’s allocation of deferred compensation hereunder shall be deemed to have been made, for all purposes relating to this Plan, as of the first business day of the year following the year with respect to which the deferred compensation has been earned.

The Administrator or the Chief Executive Officer may at any time designate any Participant as entitled to receive a Change in Control Allocation. Once a Participant is so designated, such designation may not be rescinded. With respect to any Participant who has been designated as entitled to receive a Change in Control Allocation, there shall be allocated to such Participant’s account promptly following a Change in Control (if such Participant is employed by the Company on the date of the Change in Control) an amount equal to the product of (a) the number of whole years remaining until the Participant attains age 62 and (b) the last annual allocation made under the Plan. After such Change in Control Allocation has been made, each subsequent annual allocation under the Plan for such Participant following the Change in Control and prior to such Participant’s 62nd birthday shall be reduced by an amount equal to the last annual allocation made to such Participant prior to the Change in Control.

6. SEPARATE ACCOUNTS. The Administrator shall maintain two individual accounts under the name of each Participant entitled to allocations pursuant to the Plan. Each such account shall be adjusted, as described in the next paragraph, to reflect any amounts transferred from the Deferred Compensation Plan, deferred compensation credited hereunder, interest credited on such amounts and any distribution of such amounts hereunder. The establishment and maintenance of separate accounts for each Participant shall not be construed as giving any person any interest in any assets of the Company or any right to payment other than as provided hereunder or any right to participate hereunder or in future years of employment. Such accounts shall be unfunded and maintained only for bookkeeping convenience; provided, however, the Company may establish an irrevocable grantor trust and contribute amounts to such trust to support its obligations hereunder.

One account for each individual (the “First Account”) shall consist of (a) all vested allocations for the individual as of December 31, 2004, and (b) all interest on such allocations, regardless of when credited. The other account for each individual (the “Second Account”) shall consist of (a) all allocations earned after December 31, 2004, (b) all allocations that become vested after December 31, 2004, (c) all interest on such amounts and (d) any other amounts that may be credited to the individual hereunder from time-to-time.

7. INVESTMENT PERFORMANCE. Each account shall be credited on the last day of each calendar year with interest on the balance of such account as of the first day of the calendar year. Interest credited for a calendar year shall be at a rate equal to one hundred (100%) of the Moody’s Corporate bond Yield Average reported in THE WALL STREET JOURNAL on the last business day of the calendar year (or the valuation date selected by the Administrator preceding a distribution).

8. VESTING. Each Participant's interest under the Plan shall be forfeitable upon such Participant's termination of employment for any reason, except to the extent it becomes vested hereunder. Each Participant's interest, regardless of when allocated, will be deemed unvested unless and until such Participant has completed ten years of service with the Company. "Years of Service" shall be based on the anniversary of the later of the Participant's date of hire or his or her transfer to Company headquarters. At such time as the Participant has completed ten years service with the Company, the amount vested at any given time shall be (a) 50%, if Participant is age 50 or younger, (b) the sum of (i) 50% and (ii) 4 1/6% times the difference between Participant's age and 50, if Participant is between age 51 and age 62, or (c) 100%, if Participant is age 62 or older. In the event of a Change in Control, all amounts credited under the Plan to each affected Participant shall become fully vested and nonforfeitable as a result of such event. Notwithstanding the foregoing, amounts shall vest hereunder in accordance with the terms of any severance agreement or other written arrangement between the Participant and the Company. In addition and notwithstanding the foregoing, the accounts transferred to this Plan from the Company's Deferred Compensation Plan, including any and all investment performance hereunder, shall continue to vest under the terms of the Deferred Compensation Plan.

9. TIME OF DISTRIBUTION. No vested amounts shall be payable hereunder until the first to occur of the following events, the first date on which any such event occurs being hereinafter referred to as the "Termination Date":

(a) The date of the Participant's complete and total disability, as determined by the Administrator in its sole discretion (without regard to eligibility for benefits under any disability plan or program of the Company and/or its subsidiaries);

(b) The Participant's death; or

(c) The date of the Participant's Separation from Service with the Company and/or its subsidiaries for any reason.

Notwithstanding anything to the contrary, the date of a Participant's "complete and total disability" shall be determined by the Administrator in a manner consistent with any applicable provisions of Section 409A and the rules and regulations promulgated thereunder.

Notwithstanding the foregoing, distribution may occur at an earlier date as provided in Section 10 hereunder.

If distribution occurs before the end of a year a Participant shall receive a pro rata amount of deferred compensation under Section 5 hereof.

All vested amounts in a Participant's First Account shall be valued and paid within 90 days following the occurrence of any of the events referred to above in clauses (a) through (c) of this Section 9.

In the event of a Participant's death, all vested amounts in the Participant's Second Account shall be valued and paid within 90 days thereafter. In the event of a Participant's Separation from Service pursuant to clauses (a) or (c) above, all vested amounts in the Participant's Second Account shall be valued and paid within 90 days thereafter, provided, however, that if Participant is a Specified Employee, vested amounts in the Second Account shall be paid no earlier than the Earliest Payment Date and no later than ten business days thereafter.

10. WITHDRAWALS. Notwithstanding Section 9, the Administrator may direct payment of all or any portion of a Participant's First Account, after application by the Participant. Any such application must show demonstrable financial need for distribution in order to meet extraordinary medical or medically related expenses, substantial costs related to residential requirements of the Participant, family educational expenses in an amount considered by the Administrator burdensome in relation to the Participant's other available financial resources for meeting such expenses, extraordinary expenses related to an unanticipated casualty, accident or other misfortune or any other similar need approved by the Administrator.

Any such distribution shall be made in the sole discretion of the Administrator.

11. METHOD OF DISTRIBUTION. Upon a Separation from Service, the Participant shall receive a lump-sum distribution of all amounts payable hereunder.

12. DEATH OF PLAN PARTICIPANT. In the event that a Participant shall die at any time prior to complete distribution of all amounts payable to him hereunder, the remaining unpaid amounts shall be paid in a lump-sum to the beneficiary or beneficiaries designated by the Participant, or in the absence of any such designation, to his estate. Each Participant shall have the right to designate a beneficiary (or beneficiaries) in the event of his death; provided that in the event that the Participant is married and designates a beneficiary other than his spouse, his spouse must consent to such designation.

13. PAYMENT IN THE EVENT OF DISABILITY. If a person entitled to any payment hereunder shall be under a legal disability, or in the sole judgment of the Administrator shall otherwise be unable to apply such payment to his own interest and advantage, the Administrator in the exercise of its discretion may direct the Company to make any such payment in any one (1) or more of the following ways:

(a) Directly to such person;

(b) To his legal guardian or conservator; or

(c) To his spouse or to any person charged with his support;

to be expended for the benefit of Participant. The decision of the Administrator shall in each case be final and binding upon all persons in interest. Any such payment shall completely discharge the obligations of the Administrator and Company with regard to such payment.

14. ASSIGNMENT. No Participant or beneficiary of a Participant shall have any right to assign, pledge, hypothecate, anticipate or in any way create a lien upon any amounts payable hereunder. No amounts payable hereunder shall be subject to assignment or transfer or otherwise be alienable, either by voluntary or involuntary act or by operation of law, or subject to attachment, execution, garnishment, sequestration or other seizure under any legal, equitable or other process, or be liable in any way for the debts or defaults of Participants and their beneficiaries, except to the extent permitted by applicable law and pursuant to the Administrator's receipt and approval of a "qualified domestic relations order."

15. WITHHOLDING. Any taxes required to be withheld from deferrals or payments to Participants hereunder shall be deducted and withheld by the Company.

16. AMENDMENT AND TERMINATION. This Plan may be amended in whole or in part by action of the Administrator and may be terminated at any time by action of the Administrator; provided, however, that no such amendment or termination shall reduce any amount credited hereunder to the extent such amount was credited prior to the date of amendment or termination; and provided, further, that the duties and liabilities of the members of the Administrator hereunder shall not be increased without their consent.

17. RIGHTS OF PARTICIPANTS. The Company's sole obligation to Participants and their beneficiaries shall be to make payment as provided hereunder. All payments shall be made from the general assets of the Company, and no Participant shall have any right hereunder to any specific assets of the Company or to be retained in the employment of the Company. All amounts of compensation allocated under this Plan, any property purchased therewith and all income attributable thereto shall remain the property and rights of the Company subject to the claims of the Company's general creditors.

18. BINDING PROVISIONS. All of the provisions of this Plan shall be binding upon all persons who shall be entitled to any benefits hereunder, and their heirs, and personal representatives.

19. EFFECTIVE DATE. This Plan shall be effective December 31, 1995, as amended and restated effective July 29, 2008.

20. GOVERNING LAW. This Plan and all determinations made and actions taken pursuant hereto shall, to the extent not preempted by ERISA, be governed by the law of the State of California and construed accordingly.

21. SEVERABILITY. If any provision of this Plan is held to be unenforceable for any reason, it shall be adjusted rather than voided, if possible, in order to achieve the intent of the parties to the extent possible. In any event, all other provisions of this Plan shall be deemed valid and enforceable to the full extent possible.

EXHIBIT 21.1

SUBSIDIARIES OF ROBERT HALF INTERNATIONAL INC.

Name of Subsidiary	Jurisdiction of Incorporation
RH Holding Company, Inc.	California
BMK Services, Inc.	California
BMK Resources, Inc.	California
Robert Half of California, Inc.	California
Cooperative Resources, Inc.	California
Golden State Temporaries, Inc.	California
RHI Staffing, Inc.	California
Jersey Temporaries, Inc.	Delaware
Protiviti Inc.	Delaware
Protiviti Holdings Inc.	Delaware
Protiviti SC Inc.	Delaware
RH-TM Resources, Inc.	Delaware
Protiviti Government Services, Inc.	Maryland
Penta Advisory Services, LLC	Maryland
Robert Half Corporation	Nevada
Robert Half Nevada Staff, Inc.	Nevada
Robert Half of Pennsylvania, Inc.	Pennsylvania
Protiviti Pty Limited	Australia
Robert Half Australia Pty. Ltd.	Australia
Robert Half Austria GmbH	Austria
Protiviti BVBA	Belgium
Robert Half BVBA	Belgium
Robert Half Consulting Services BVBA	Belgium
Robert Half Assessoria Em Recursos Humanos Ltda.	Brazil
Robert Half Trabalho Temporário Ltda.	Brazil
Protiviti EOOD	Bulgaria
Robert Half Canada Inc.	Canada
Robert Half Internacional Empresa De Servicios Transitorios Limitada	Chile
Protiviti Hong Kong Co. Ltd.	China
Protiviti Shanghai Co., Ltd.	China
Robert Half Hong Kong Limited	China
Robert Half Human Resources Shanghai Company Limited	China
Robert Half Czech Republic, s.r.o.	Czech Republic
Protiviti SAS	France
Robert Half International France SAS	France
Robert Half SAS	France

Name of Subsidiary	Jurisdiction of Incorporation
Protiviti GmbH	Germany
Robert Half Deutschland Beteiligungsgesellschaft GmbH	Germany
Robert Half Deutschland GmbH & Co. KG	Germany
Protiviti Consulting Private Limited	India
C.S.Advisory India Private Limited	India
Robert Half Ireland Limited	Ireland
Protiviti S.r.l.	Italy
Robert Half S.r.l.	Italy
Protiviti Japan Co., Ltd.	Japan
Robert Half Japan Ltd.	Japan
Protiviti Yuhan Hoesa	Korea
Robert Half Sarl	Luxembourg
Robert Half Holding Sarl	Luxembourg
Protiviti Services S.R.L. de C.V.	Mexico
Protiviti S.R.L. de C.V.	Mexico
Protiviti B.V.	Netherlands
Robert Half International B.V.	Netherlands
Robert Half Nederland B.V.	Netherlands
Robert Half New Zealand Limited	New Zealand
Protiviti Pte. Ltd.	Singapore
Robert Half International Pte. Ltd.	Singapore
Robert Half International Spain, Empresa de Trabajo Temporal, S.L.	Spain
Protiviti Spain S.L.	Spain
Robert Half S.L.	Spain
Robert Half GmbH	Switzerland
Robert Half International (Dubai) Ltd.	United Arab Emirates
Protiviti Limited	United Kingdom
Robert Half Holdings Limited	United Kingdom
Robert Half Limited	United Kingdom

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 33-14706, 33-32622, 33-32623, 33-39187, 33-39204, 33-40795, 33-52617, 33-56639, 33-56641, 33-57763, 33-62138, 33-62140, 33-65401, 33-65403, 333-05743, 333-05745, 333-18283, 333-18339, 333-38786, 333-38820, 333-42471, 333-42573, 333-42343, 333-42269, 333-50068, 333-50094, 333-66038, 333-66042, 333-68193, 333-68135, 333-68273, 333-75694, 333-79793, 333-79829, 333-88001, 333-91173, 333-91151, 333-91167, 333-98737, 333-125044 and 333-151015) of Robert Half International Inc., of our report dated February 17, 2011, relating to the consolidated financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

San Francisco, California
February 17, 2011

EXHIBIT 31.1

Certification Pursuant to Rule 13a-14 under the Securities Exchange Act of 1934

I, Harold M. Messmer, Jr., certify that:

1. I have reviewed this report on Form 10-K of Robert Half International Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 17, 2011

/s/ HAROLD M. MESSMER, JR.

Harold M. Messmer, Jr.
Chairman and Chief Executive Officer

EXHIBIT 31.2

Certification Pursuant to Rule 13a-14 under the Securities Exchange Act of 1934

I, M. Keith Waddell, certify that:

1. I have reviewed this report on Form 10-K of Robert Half International Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 17, 2011

/s/ M. KEITH WADDELL

M. Keith Waddell
Vice Chairman, President and
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K for the fiscal year ended December 31, 2010 of Robert Half International Inc. (the "Form 10-K"), I, Harold M. Messmer, Jr., Chief Executive Officer of Robert Half International Inc., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Form 10-K fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of Robert Half International Inc.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Robert Half International Inc. and will be retained by Robert Half International Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

February 17, 2011

/s/ Harold M. Messmer, Jr.

Harold M. Messmer, Jr.
Chief Executive Officer
Robert Half International Inc.

EXHIBIT 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K for the fiscal year ended December 31, 2010 of Robert Half International Inc. (the "Form 10-K"), I, M. Keith Waddell, Chief Financial Officer of Robert Half International Inc., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Form 10-K fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of Robert Half International Inc.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Robert Half International Inc. and will be retained by Robert Half International Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

February 17, 2011

/s/ M. Keith Waddell

M. Keith Waddell
Chief Financial Officer
Robert Half International Inc.