MAXIMUS INC Form 4 March 20, 2014

FORM 4

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

OMB

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

OMB APPROVAL

subject to Section 16.

2005 Estimated average burden hours per

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HALEY JOHN J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

03/18/2014

MAXIMUS INC [MMS]

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify

MAXIMUS, INC. ATTN: TREASURY DEPT., 1891 METRO

(Street)

CENTER DRIVE

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

RESTON, VA 20190

Security

(Instr. 3)

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)

(Instr. 8)

5. Amount of Securities Beneficially Owned (I) Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

or

(Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 6. Date Exercisable and 1. Title of 5. Number 7. Title and Amount of 8. Price Derivative (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Underlying Securities Deriv Conversion

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code Securiti (Instr. 8) Acquire (A) or Dispose (D) (Instr. 3 and 5)		d d of	l of		(Instr. 3 and 4)		Secur (Instr.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock (1)	\$ 45.69	03/18/2014		A		55		(2)	(2)	Common Stock	55	\$
Common Stock (1)	\$ 46.48	03/19/2014		A		5,164		<u>(4)</u>	<u>(4)</u>	Common Stock	5,164	\$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HALEY JOHN J

MAXIMUS, INC. ATTN: TREASURY DEPT.

1891 METRO CENTER DRIVE

Signatures

RESTON, VA 20190

David R. Francis: As Attorney-In-Fact for: John J Haley 03/20/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each Restricted Stock Unit represents a contingent right to receive one share of common stock.
- Restricted Stock Units vest based upon the following schedule, subject to deferred vesting for a longer period at the election of individual, (2) as permitted by the terms of the award: Shares Vest Date 0 03/18/2015 0 03/18/2016 55 03/18/2017 Expiration date not applicable to RSUs
- (3) Reporting person also holds restricted stock units with respect to an additional 114,770 shares of common stock with varying vesting schedules.
- Restricted Stock Units vest based upon the following schedule, subject to deferred vesting for a longer period at the election of individual,

 (4) as permitted by the terms of the award: Shares Vest Date 0 03/19/2015 0 03/19/2016 5164 03/19/2017 Expiration date not applicable to RSUs
- (5) Reporting person also holds restricted stock units with respect to an additional 114,825 shares of common stock with varying vesting schedules.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2