MAXIMUS INC Form 4 June 19, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

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January 31, 2005

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * THOMPSON JAMES R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

MAXIMUS INC [MMS]

(Check all applicable)

C/O WINSTON & STRAWN, 35

(First)

(Zip)

(Middle)

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

X_ Director Officer (give title below)

10% Owner Other (specify

WEST WACKER DRIVE, SUITE 4600

> (Street) 4. If Amendment, Date Original

06/17/2008

Filed(Month/Day/Year)

Applicable Line)

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

CHICAGO, IL 60601

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(State)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

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

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

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number 6. Date Exercisable and Transactionof

Expiration Date

7. Title and Amount of 8. Price Underlying Securities Deriva

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	3)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Securit (Instr. 5
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	\$ 36.69	06/17/2008		A		68		(2)	(2)	Common Stock	68	\$ 0
Restricted Stock Units (1)	\$ 36.57	06/18/2008		A		137		<u>(4)</u>	<u>(4)</u>	Common Stock	137	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting o wher runner runness	Director	10% Owner	Officer	Other			
THOMPSON JAMES R C/O WINSTON & STRAWN 35 WEST WACKER DRIVE, SUITE 4600 CHICAGO, IL 60601	X						

Signatures

David R. Francis: As Attorney-In-Fact for: James R.
Thompson

06/19/2008

**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 RSU 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 the (2) individual, as permitted by the terms of the award: Shares Vest Date 0 6/17/2009 0 6/17/2010 68 6/17/2011 Expiration date not applicable to RSUs.
- (3) Reporting person also holds restricted stock units with respect to an additional 14,281 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 the (4) individual, as permitted by the terms of the award: Shares Vest Date 0 6/18/2009 0 6/18/2010 137 6/18/2011 Expiration date not applicable to RSUs.
- (5) Reporting person also holds restricted stock units with respect to an additional 14,349 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.

Reporting Owners 2

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