

MAGELLAN HEALTH SERVICES INC
 Form 4
 March 02, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Majerik Michael

2. Issuer Name and Ticker or Trading Symbol
 MAGELLAN HEALTH SERVICES INC [MGLN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 55 NOD ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/02/2007

____ Director
 Officer (give title below) _____ Other (specify below)
 Chief Sales&Marketing Officer

AVON, CT 06001

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 40.63	03/02/2007 ⁽¹⁾			A		14,002		⁽²⁾	03/02/2017	Common Stock	14,002
Restricted Stock Units	⁽⁴⁾	03/02/2007			A		1,692		⁽⁵⁾	⁽³⁾	Common Stock	1,692

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Majerik Michael 55 NOD ROAD AVON, CT 06001			Chief Sales&Marketing Officer	

Signatures

/s/ Michael
Majerik
03/02/2007
Date

**Signature of Reporting Person

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) The exercise price of the options was the closing price of the Issuer's Common Stock on NASDAQ on March 2, 2007.
- (2) Options vest and become exercisable in one-third increments on March 2, of each of 2008, 2009 and 2010.
- (3) Not applicable.
- (4) Not applicable. Each restricted stock unit represents a contingent right to receive one share of Magellan common stock.
- (5) Restricted Stock Units shall vest in one-third increments on March 2, of each of 2008, 2009 and 2010.

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. any other person of legal age, without right of survivorship.

11. Rights as Stockholder. An employee shall have no rights as a stockholder with respect to Shares subject to any rights granted under this Plan until payment for such Shares has been completed at the close of business on the relevant Share Purchase Date.

12. Certificates. Certificates for Shares purchased under the Plan will not be issued automatically. However, certificates for whole Shares purchased shall be issued as soon as practicable following an employee's written request. The Company may make a reasonable charge for the issuance of such certificates.

13. Termination of Employment. If a participating employee's employment is terminated for any reason, including death, or if an employee otherwise ceases to be eligible to participate in the Plan at any time prior to the last day of the Offering Period, payroll deductions on behalf of the employee shall be discontinued and any amounts then credited to the employee's Payroll Deduction Account shall be refunded, without interest, as soon as practicable, except as otherwise provided by the Committee. Notwithstanding the above, but subject to the discretion of the Committee, if an employee is granted a paid leave of absence (within the meaning of Treasury Regulation §1.421-7(h)(2)), payroll deductions on behalf of the employee shall continue and any amounts credited to the employee's Payroll Deduction Account may be used to purchase Shares as provided under the Plan. If an employee is granted an unpaid leave of absence, payroll deductions on behalf of the employee shall be discontinued, but any amounts then credited to the employee's Payroll Deduction Account may be used to purchase Shares on the next applicable Share Purchase Date.

14. Rights Not Transferable. Rights granted under this Plan are not transferable by a participating employee other than by will or the laws of descent and distribution, and are exercisable during an employee's lifetime only by the employee.

15. Employment Rights. Neither participation in the Plan, nor the exercise of any right granted under the Plan, shall be made a condition of employment, or of continued employment with the Company or any subsidiary.

16. Application of Funds. All funds received by the Company for Shares sold by the Company on any Share Purchase Date pursuant to this Plan may be used for any corporate purpose.

17. Amendments and Termination. The Board of Directors or the Committee may amend the Plan at any time, provided that no such amendment shall be effective unless approved within 12 months after the date of the adoption of such amendment by the affirmative vote of stockholders holding shares of Common Stock entitled to a majority of the votes represented by all outstanding shares of Common Stock entitled to vote if such stockholder approval is required for the Plan to continue to comply with the requirements of Securities and Exchange Commission Regulation § 240.16b-3 and Section 423 of the Internal Revenue Code. The Board of Directors may suspend the Plan or discontinue the Plan at any time. Upon termination of the

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Plan, all payroll deductions shall cease and all amounts then credited to the participating employees Payroll Deduction Accounts shall be equitably applied to the purchase of whole Shares then available for sale, and any remaining amounts shall be promptly refunded, without interest, to the participating employees.

18. Applicable Laws. This Plan, and all rights granted hereunder, are intended to meet the requirements of an employee stock purchase plan under Section 423 of the Internal Revenue Code, as from time to time amended (with the exception of any non-Section 423 subplan), and the Plan shall be construed and interpreted to accomplish this intent. Sales of Shares under the Plan are subject to, and shall be accomplished only in accordance with, the requirements of all applicable securities and other laws.

19. Expenses. Except to the extent provided in paragraph 12, all expenses of administering the Plan, including expenses incurred in connection with the purchase of Shares for sale to participating employees, shall be borne by the Company and its subsidiaries.

20. Stockholder Approval. The Plan was adopted by the Board of Directors on March 9, 1999 and approved by stockholders on May 3, 1999.

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VOTE BY INTERNET www.proxyvote.com Use the Internet to transmit your voting instructions up until 11:59 P.M. Eastern Time on Sunday, May 3, 2009. Have your proxy card in hand when you access the web site and follow the instructions provided. MOTOROLA, INC. VOTE BY PHONE 1-800-690-6903 Use any touch-tone telephone to submit your proxy up until 11:59 P.M. 1303 E. ALGONQUIN RD. Eastern Time on Sunday, May 3, 2009. Have your proxy card in hand when SCHAUMBURG, IL 60196 you call and follow the instructions. VOTE BY MAIL Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return: it to Motorola, Inc., c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. Receipt of your mailed proxy is needed prior to the closing of the polls at the Annual Meeting, which is expected to occur Monday, May 4, 2009. If you submit your proxy by Internet or by telephone, you do NOT need to mail back your proxy card. You can view the Annual Report and Proxy Statement on the Internet at <http://materials.proxyvote.com/62006>. TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS: MOTRO1 KEEP THIS PORTION FOR YOUR RECORDS DETACH AND RETURN THIS PORTION ONLY THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. MOTOROLA, INC. THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL NOMINEES LISTED BELOW, FOR PROPOSALS 2, 3, 4, 5 AND 6, AND AGAINST PROPOSALS 7, 8 AND 9. Proposal 1: Election of Directors for a One-Year Term For Against Abstain Nominees: 1a. G. Brown 0 0 0 For Against Abstain 1b. D. Dorman 0 0 0 1l. D. Warner III 0 0 0 1c. W. Hambrecht 0 0 0 0 0 1m. J. White 1d. S. Jha 0 0 0 Proposal 2: Amendment to the Company's Restated 0 0 0 Certificate of Incorporation to Change Par Value 1e. J. Lewent 0 0 0 Proposal 3: Amendment to Existing Equity Plans to Permit 0 0 0 a One-Time Stock Option Exchange Program 1f. K. Meister 0 0 0 Proposal 4: Amendment to the Motorola Employee Stock 0 0 0 Purchase Plan of 1999 1g. T. Meredith 0 0 0 Proposal 5: Stockholder Advisory Vote on Executive 0 0 0 Compensation 1h. S. Scott III 0 0 0 Proposal 6: Ratification of Appointment of Independent 0 0 0 Registered Public Accounting Firm 1i. R. Sommer 0 0 0 Proposal 7: Shareholder Proposal re: Cumulative Voting 0 0 0 1j. J. Stengel 0 0 0 Proposal 8: Shareholder Proposal re: Special Shareowner Meetings 0 0 0 1k. A. Vinciguerra 0 0 0 Proposal 9: Shareholder Proposal re: A Global Set of Corporate 0 0 0 Standards at Motorola for Human Rights Signature [PLEASE SIGN WITHIN BOX] Date Signature (Joint Owners) Date

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ADMISSION TICKET TO MOTOROLA S 2009 ANNUAL MEETING OF STOCKHOLDERS This is your admission ticket to gain access to Motorola s 2009 Annual Meeting of Stockholders to be held at The Rosemont Theater, 5400 North River Road, Rosemont, Illinois on Monday, May 4, 2009 at 5:00 p.m. local time. A map showing directions to the meeting site is shown below. Please present this ticket at one of the registration stations. Please note that a large number of stockholders may attend the meeting, and seating is on a first-come, first-served basis. THIS TICKET IS NOT TRANSFERABLE Location for the Annual Meeting of Stockholders Rosemont Theater 5400 N. River Road, Rosemont, Illinois 60018, (847) 671-5100 May 4, 2009 at 5:00 P.M., local time CHICAGO Please fold and detach card at perforation before mailing. MOTRO2 THIS PROXY CARD IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS for the Annual Meeting of Stockholders, May 4, 2009 The stockholder(s) whose signature(s) appear(s) on the reverse side of this Proxy Card hereby appoint(s) Gregory Q. Brown, Sanjay K. Jha, A. Peter Lawson and Edward J. Fitzpatrick, or any one of them, as proxies (with power of substitution) to represent and to vote all the shares of common stock of Motorola, Inc. which the stockholder(s) would be entitled to vote, at the Annual Meeting of Stockholders of Motorola, Inc. to be held on May 4, 2009, and at any adjournments or postponements thereof. In their discretion, the proxies are authorized to vote upon any other matter that may properly come before the meeting or any adjournments or postponements thereof. THIS PROXY WILL BE VOTED IN ACCORDANCE WITH SPECIFICATIONS MADE, BUT IF NO CHOICES ARE INDICATED, THIS PROXY WILL BE VOTED FOR ALL NOMINEES LISTED, FOR PROPOSAL 2, FOR PROPOSAL 3, FOR PROPOSAL 4, FOR PROPOSAL 5, FOR PROPOSAL 6, AGAINST PROPOSAL 7, AGAINST PROPOSAL 8, AND AGAINST PROPOSAL 9. IMPORTANT Please vote, date and sign on the reverse side and mail this proxy card promptly in the enclosed envelope. When there is more than one owner, each should sign. When signing as an attorney, administrator, executor, guardian or trustee, please add your title as such. If executed by a corporation, the full corporation name should be given, and this proxy should be signed by a duly authorized officer, showing his or her title.

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MOTOROLA, INC. Stockholder Meeting to be held on May 04, 2009 ** IMPORTANT NOTICE **
Proxy Materials Available Regarding the Availability of Proxy Materials Notice and Proxy Statement
Annual Report You are receiving this communication because you hold shares in the above company, and
the materials you should review before you cast your vote are now available. This communication
presents only an overview of the more complete proxy materials that are available to you on the Internet.
We encourage you to access and review all of the important information contained in the proxy materials
before voting. PROXY MATERIALS VIEW OR RECEIVE You can choose to view the materials online
or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and
other inquiries will NOT be forwarded to your investment advisor. To facilitate timely delivery please
make the request as instructed below on or before April 21, 2009. MOTOROLA, INC. HOW TO VIEW
MATERIALS VIA THE INTERNET 1303 E. ALGONQUIN RD. SCHAUMBURG, IL 60196 Have the
12 Digit Control Number available and visit: www.proxyvote.com HOW TO REQUEST A COPY OF
MATERIALS 1) BY INTERNET www.proxyvote.com 2) BY TELEPHONE 1-800-579-1639 3) BY
E-MAIL* - sendmaterial@proxyvote.com *If requesting materials by e-mail, please send a blank e-mail
with the 12 Digit Control Number (located on the following R1MTR1 page) in the subject line. See the
Reverse Side for Meeting Information and Instructions on How to Vote

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Meeting Information How To Vote Meeting Type: Annual Vote In Person Meeting Date: May 04, 2009
Many stockholder meetings have attendance requirements Meeting Time: 5:00 p.m., local time including,
but not limited to, the possession of an attendance For holders as of: March 09, 2009 ticket issued by the
entity holding the meeting. Please check the meeting materials for any special requirements for meeting
Meeting Location: attendance. At the meeting, you will need to request a ballot to vote these shares.
Rosemont Theater 5400 North River Road Rosemont, IL 60018 Vote By Internet To vote now by
Internet, go to WWW.PROXYVOTE.COM. Use the Internet to transmit your voting instructions and for
electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or
meeting date. Have your notice in hand when you access the web site and follow the instructions.
R1MTR2

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Voting items THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL NOMINEES LISTED BELOW. Proposal 1: Election of Directors for a One-Year Term Nominees: THE BOARD OF DIRECTORS RECOMMENDS A 1a. G. Brown VOTE FOR PROPOSALS 2, 3, 4, 5 AND 6. Proposal 2: Amendment to the Company's Restated 1b. D. Dorman Certificate of Incorporation to Change Par Value 1c. W. Hambrecht Proposal 3: Amendment to Existing Equity Plans to Permit a One-Time Stock Option Exchange Program 1d. S. Jha Proposal 4: Amendment to the Motorola Employee Stock Purchase Plan of 1999 1e. J. Lewent Proposal 5: Stockholder Advisory Vote on Executive Compensation Proposal 6: Ratification of Appointment of 1f. K. Meister Independent Registered Public Accounting Firm 1g. T. Meredith THE BOARD OF DIRECTORS RECOMMENDS A VOTE AGAINST PROPOSALS 7, 8 AND 9. 1h. S. Scott III Proposal 7: Shareholder Proposal re: Cumulative Voting 1i. R. Sommer Proposal 8: Shareholder Proposal re: Special Shareowner Meetings 1j. J. Stengel Proposal 9: Shareholder Proposal re: A Global Set of Corporate Standards at Motorola for Human Rights 1k. A. Vinciguerra 1l. D. Warner III R1MTR3 1m. J. White7