

MAGELLAN HEALTH SERVICES INC
 Form 4
 March 07, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 WEST JEFFREY N

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)
 14100 MAGELLAN PLAZA
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/05/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP & Controller

MARYLAND
 HEIGHTS, MO 63043

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

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Ordinary Common Stock, \$0.01 par value | 03/05/2013 | | M ⁽¹⁾ | 832 | A | \$ 0 <u>(2)</u> | 7,238 | D |
| Ordinary Common Stock, \$0.01 par value | 03/05/2013 | | F ⁽³⁾ | 321 | D | \$ 53 <u>(4)</u> | 6,917 | D |

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

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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 (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 03/05/2013 | | M ⁽¹⁾ | 832 | 03/05/2013 ⁽⁵⁾ | Common Stock 832 |
| Stock Options (right to buy) | \$ 53 ⁽⁴⁾ | 03/05/2013 | | A | 24,483 | ⁽⁶⁾ 03/05/2023 | Common Stock 24,483 |
| Restricted Stock Units - 2013 | \$ 0 ⁽⁷⁾ | 03/05/2013 | | A | 2,297 | ⁽⁸⁾ ⁽⁵⁾ | Common Stock 2,297 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| WEST JEFFREY N 14100 MAGELLAN PLAZA MARYLAND HEIGHTS, MO 63043 | | | | SVP & Controller |

Signatures

/s/ Jeffrey N. West 03/07/2013

**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).

This transaction was effectuated by a one-third vesting of the Restricted Stock Unit Award granted on March 5, 2012. Each Restricted

(1) Stock Unit represents a contingent right to receive one share of Magellan common stock. The remainder of 1,662 shares shall vest in equal increments on March 5 of 2014 and 2015.

(2) No price was applicable to the acquisition of this security.

(3) Represents the portion of shares which the Company determined to settle in cash to pay applicable tax withholding.

(4) Closing price of Magellan shares on NASDAQ on March 5, 2013.

(5) Not applicable.

(6) Options vest and become exercisable in one-third increments on March 5 of each of 2014, 2015 and 2016.

(7) Each restricted stock unit represents a contingent right to receive one share of Magellan common stock.

(8) Restricted Stock Units shall vest in one-third increments on March 5 of each of 2014, 2015 and 2016, subject to satisfaction of certain performance requirements.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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