

Hurlock David
Form 4
January 04, 2018

FORM 4

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

OMB APPROVAL

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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 *
Hurlock David

2. Issuer Name and Ticker or Trading Symbol
HEALTHCARE SERVICES GROUP INC [HCSG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3220 TILLMAN DRIVE, SUITE 300

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2018

____ Director
 Officer (give title below) Executive Vice President & COO
____ 10% Owner
____ Other (specify below)

BENSALEM, PA 19020

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/02/2018		A		195 A \$ 33.29	4,079	D
Common Stock	01/04/2018		F		85 D \$ 0	3,994	D
Common Stock	01/03/2018		M		125 A \$ 0	4,119	D
Common Stock	01/04/2018		M		70 A \$ 0	4,189	D
Common Stock	01/04/2018		M		300 A \$ 0	4,489	D

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Common Stock	01/04/2018	M	300	A	\$ 0	4,789	D
Common Stock	01/05/2018	M	225	A	\$ 0	5,014	D

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.

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(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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Stock Option (right to buy)	\$ 52.06	01/04/2018		A	10,000	(1) 01/04/2028	Common Stock	10,000
Restricted Stock Units	(2)	01/04/2018		A	6,000	(3) (3)	Common Stock	6,000
Restricted Stock Units	(2)	01/04/2018		M	300	(4) (4)	Common Stock	300
Restricted Stock	(2)	01/03/2018		M	125	(5) (5)	Common Stock	125
Restricted Stock	(2)	01/04/2018		M	70	(7) (7)	Common Stock	70
Restricted Stock	(2)	01/04/2018		M	300	(8) (8)	Common Stock	300
Restricted Stock	(2)	01/05/2018		M V	225	(9) (9)	Common Stock	225
Phantom Stock	(2)	01/02/2018		A	331 (10)	(11) (11)	Common Stock	331

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hurlock David 3220 TILLMAN DRIVE SUITE 300 BENSALEM, PA 19020			Executive Vice President & COO	

Signatures

Michael Harrity, by Power of Attorney	01/02/2018
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) These options shall vest and become exercisable at the rate of 20% annually, commencing on the first anniversary of the January 4, 2018 grant date.
- (2) Shares issued at the conversion rate of 1-for-1.
- (3) These Restricted Stock Units shall vest at the rate of 20% annually, commencing on the first anniversary of the January 4, 2018 grant date.
- (4) These Restricted Stock Units shall vest at the rate of 20% annually, commencing on the first anniversary of the January 4, 2017 grant date.
- (5) These Restricted Stock Awards shall vest at the rate of 20% annually, commencing on the first anniversary of the January 3, 2014 grant date.
- (6) This grant was made prior to the Reporting Person becoming a Section 16(a) filer, and as of the date of filing, a portion of this grant has already vested.
- (7) These Restricted Stock Awards shall vest at the rate of 20% annually, commencing on the first anniversary of the January 4, 2013 grant date.
- (8) These Restricted Stock Awards shall vest at the rate of 20% annually, commencing on the first anniversary of the January 4, 2016 grant date.
- (9) These Restricted Stock Awards shall vest at the rate of 20% annually, commencing on the first anniversary of the January 5, 2015 grant date.
- (10) Acquired pursuant to an Issuer contribution under the Healthcare Services Group, Inc. Deferred Compensation Plan.
- (11) Shares of Phantom Stock are payable in-kind following termination of the Reporting Person's employment with Issuer.

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.