

MAXIMUS INC  
Form 4  
February 18, 2011

**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 \*  
**THOMPSON JAMES R**

(Last) (First) (Middle)

**C/O WINSTON & STRAWN, 35  
WEST WACKER DRIVE, SUITE  
4600**

(Street)

**CHICAGO, IL 60601**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MAXIMUS INC [MMS]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/16/2011**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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)
				(A) or (D)	Price			
Common Stock	02/16/2011		M	84	A \$ 34.99	84	D	
Common Stock	02/16/2011		S	78	D \$ 72.73	6	D	
Common Stock	02/16/2011		S	6	D \$ 72.74	0	D	
Common Stock	02/16/2011		M	2,568	A \$ 34.29	2,568	D	
Common Stock	02/16/2011		S	2,568	D \$ 72.699	0	D	

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				<u>(1)</u>			
Common Stock	02/16/2011	M	143	A	\$ 34.29	143	D
Common Stock	02/16/2011	S	143	D	\$ 72.67	0	D
Common Stock	02/16/2011	M	919	A	\$ 30.47	919	D
Common Stock	02/16/2011	S	919	D	\$ 72.666	0	D
				<u>(2)</u>			
Common Stock	02/16/2011	M	15,000	A	\$ 36.91	15,000	D
Common Stock	02/16/2011	S	15,000	D	\$ 72.695	0	D
				<u>(3)</u>			
Common Stock	02/16/2011	M	172	A	\$ 35.82	172	D
Common Stock	02/16/2011	S	72	D	\$ 72.695	100	D
Common Stock	02/16/2011	S	100	D	\$ 72.7	0	D
Common Stock	02/16/2011	M	172	A	\$ 35.4	172	D
Common Stock	02/16/2011	S	172	D	\$ 72.76	0	D
Common Stock	02/16/2011	M	2,073	A	\$ 35	2,073	D
Common Stock	02/16/2011	S	2,073	D	\$ 72.701	0	D
				<u>(4)</u>			
Common Stock	02/16/2011	M	172	A	\$ 35	172	D
Common Stock	02/16/2011	S	172	D	\$ 72.75	0	D

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

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(9-02)

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

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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
Stock Options	\$ 34.99	02/16/2011		M	84	03/21/2005	03/21/2011	Common Stock	84
Stock Options	\$ 34.29	02/16/2011		M	2,568	03/22/2005	03/22/2011	Common Stock	2,568
Stock Options	\$ 34.29	02/16/2011		M	143	03/22/2005	03/22/2011	Common Stock	143
Stock Options	\$ 30.47	02/16/2011		M	919	04/28/2005	04/28/2011	Common Stock	919
Stock Options	\$ 36.91	02/16/2011		M	15,000	<u>(5)</u>	<u>(5)</u>	Common Stock	15,000
Common Stock	\$ 35.82	02/16/2011		M	172	03/06/2001	03/06/2011	Common Stock	172
Stock Options	\$ 35.4	02/16/2011		M	172	05/11/2001	05/11/2011	Common Stock	172
Stock Options	\$ 35	02/16/2011		M	2,073	05/16/2001	05/16/2011	Common Stock	2,073
Stock Options	\$ 35	02/16/2011		M	172	05/16/2001	05/16/2011	Common Stock	172

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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  
02/18/2011

\_\_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) Weighted average sale price for prices ranging from \$72.63 to \$72.72. 77 shares were sold at \$72.63 per share; 23 shares were sold at \$72.66 per share; 100 shares were sold at \$72.67 per share; 200 shares were sold at \$72.69 per share; 1568 shares were sold at \$72.70 per share; 100 shares were sold at \$72.705 per share; 300 shares were sold at \$72.71 per share; 200 shares were sold at \$72.72 per share.

(2) Weighted average sale price for prices ranging from \$72.65 to \$72.68. 196 shares were sold at \$72.65 per share; 163 shares were sold at \$72.66 per share; 360 shares were sold at \$72.67 per share; 200 shares were sold at \$72.68 per share.

(3) Weighted average sale price for prices ranging from \$72.56 to \$72.68. 20 shares were sold at \$72.56 per share; 100 shares were sold at \$72.63 per share; 100 shares were sold at \$72.65 per share; 977 shares were sold at \$72.67 per share; 5900 shares were sold at \$72.675 per share; 103 shares were sold at \$72.68 per share; 613 shares were sold at \$72.69 per share; 100 shares were sold at \$72.695 per share; 3429 shares were sold at \$72.70 per share; 200 shares were sold at \$72.705 per share; 800 shares were sold at \$72.71 per share; 558 shares were sold at \$72.72 per share; 100 shares were sold at \$72.733 per share; 1100 shares were sold at \$72.745 per share; 900 shares were sold at \$72.76 per share.

(4) Weighted average sale price for prices ranging from \$72.63 to \$72.72. 100 shares were sold at \$72.63 per share; 100 shares were sold at \$72.675 per share; 877 shares were sold at \$72.70 per share; 796 shares were sold at \$72.71 per share; 200 shares were sold at \$72.72 per share.

(5) Effective 3/5/2001 - Non Qualified Stock Options to acquire 15,000 shares of common stock were issued with the following vesting schedules Shares Vest Date 5,000 3/5/2001 5,000 3/5/2002 5,000 3/5/2003 These options expire on 3/5/2011

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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