

MAXIMUS INC  
Form 4  
May 24, 2012

**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)  
**05/23/2012**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/23/2012		M	240 A \$ 15.455	240	D	
Common Stock	05/23/2012		S	240 D \$ 46.59 (1)	0	D	
Common Stock	05/23/2012		M	342 A \$ 12.16	342	D	
Common Stock	05/23/2012		S	342 D \$ 45.99 (2)	0	D	
Common Stock	05/23/2012		M	362 A \$ 11.5	362	D	

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Common Stock	05/23/2012	S	362	D	\$ 46.02 (3)	0	D
Common Stock	05/23/2012	M	328	A	\$ 12.665	328	D
Common Stock	05/23/2012	S	328	D	\$ 45.97 (4)	0	D
Common Stock	05/23/2012	M	310	A	\$ 13.4	310	D
Common Stock	05/23/2012	S	310	D	\$ 45.98 (5)	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)

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)	8. P. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 15.455	05/23/2012		M	240	06/05/2002	06/05/2012	Common Stock	240
Stock Options	\$ 12.16	05/23/2012		M	342	08/21/2002	08/21/2012	Common Stock	342
Stock Options	\$ 11.5	05/23/2012		M	362	11/13/2002	11/13/2012	Common Stock	362
Stock Options	\$ 13.4	05/23/2012		M	310	12/19/2002	12/19/2012	Common Stock	310
Stock Options	\$ 12.665	05/23/2012		M	328	11/20/2002	11/20/2012	Common Stock	328

## 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

05/24/2012

\*\*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 sales price for prices ranging from \$46.58 to \$46.60. The reporting person will provide full information regarding the number of shares purchased or sold at each separate price upon request by the Commission staff, the issuer, or a security holder of the issuer.

(2) Weighted average sales price for prices ranging from \$45.85 to \$46.12. The reporting person will provide full information regarding the number of shares purchased or sold at each separate price upon request by the Commission staff, the issuer, or a security holder of the issuer.

(3) Weighted average sales price for prices ranging from \$45.87 to \$46.16. The reporting person will provide full information regarding the number of shares purchased or sold at each separate price upon request by the Commission staff, the issuer, or a security holder of the issuer.

(4) Weighted average sales price for prices ranging from \$45.77 to \$46.16. The reporting person will provide full information regarding the number of shares purchased or sold at each separate price upon request by the Commission staff, the issuer, or a security holder of the issuer.

(5) Weighted average sales price for prices ranging from \$45.80 to \$46.16. The reporting person will provide full information regarding the number of shares purchased or sold at each separate price upon request by the Commission staff, the issuer, or a security holder of the issuer.

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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