## Edgar Filing: MAXIMUS INC - Form 4

MAXIMUS INC Form 4	2								
June 12, 2013	_								APPROVAL
FORM 4	UNITED	STATES		RITIES A			E COMMISSIO		3235-0287
Check this bo if no longer subject to Section 16. Form 4 or Form 5 obligations may continue <i>See</i> Instructio 1(b).	STATEM Filed pur Section 17(	suant to S a) of the l	Γ OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Estim burde					Expires: Estimated burden hou response	urs per
(Print or Type Resp	onses)								
1. Name and Addre THOMPSON J.		Person <u>*</u>	Symbol	er Name <b>an</b> MUS INC		Trading	5. Relationship Issuer	of Reporting Per eck all applicabl	
(Last) C/O MAXIMU METRO CENT	S, INC., 1891	Middle)		of Earliest T Day/Year) 2013	ransaction		X Director Officer (give below)	104	% Owner her (specify
RESTON, VA 2	(Street) 20190			endment, D onth/Day/Yea	-	1	6. Individual or Applicable Line) _X_ Form filed by Form filed by Person		Person
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	ally Owned
	ransaction Date onth/Day/Year)	2A. Deem Execution any (Month/Da	ed Date, if	3. Transactic Code (Instr. 8)	4. Securit mAcquired Disposed (Instr. 3, 4)	ies (A) or of (D)	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
Reminder: Report o	on a separate line	for each cl	ass of sec	urities bene	Perso inform requir	ns who res nation cont red to resp nys a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	· · · · · · · · · · · · · · · · · · ·	Deriv Secu Acqu (A) c Disp of (D (Instr 4, an	nired or osed 0) r. 3,	,				(Instr. 5)
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 73.46	06/11/2013		А		34		(2)	(3)	Common Stock	34	\$ 0
Restricted Stock Unit	\$ 71.97	06/12/2013		А		70		<u>(4)</u>	<u>(4)</u>	Common Stock	70	\$ 0

## **Reporting Owners**

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
THOMPSON JAMES R C/O MAXIMUS, INC. 1891 METRO CENTER DRVIE RESTON, VA 20190	Х								
Signatures									
	<b>D</b> ( )	T D							

David R. Francis: As Attorney-In-Fact for: James R Thompson

\*\*Signature of Reporting Person

06/12/2013 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) Each Restricted Stock Unit represents a contingent right to receive one share of common stock.
- (2) Restricted Stock Units vest based upon the following schedule, subject to deferred vesting for a longer period at the election of individual, as permitted by the terms of the award: Shares Vest Date 0.6/11/2014 0.6/11/2015 34.6/11/2016 Expiration date not applicable to RSUs
- (3) Reporting person also holds restricted stock units with respect to an additional 61,508.017 shares of common stock with varying vesting schedules.
- (4) Restricted Stock Units vest based upon the following schedule, subject to deferred vesting for a longer period at the election of individual, as permitted by the terms of the award: Shares Vest Date 0.6/12/2014 0.6/12/2015 70.6/12/2016 Expiration date not applicable to RSUs
- (5) Reporting person also holds restricted stock units with respect to an additional 61,542.017 shares of common stock with varying vesting schedules.

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.