

MAGELLAN HEALTH SERVICES INC
 Form 4
 June 20, 2005

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 *
 SHULMAN STEVEN J

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)
 16 MUNSON ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/16/2005

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

FARMINGTON, CT 06032

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) |
|-----------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | Price | |
| Ordinary Common Stock, \$0.01 par value | 06/16/2005 | | X ⁽¹⁾ | | 112,000 | A \$ 10.43 | 318,884 ⁽²⁾ D |
| Ordinary Common Stock, \$0.01 par value | 06/16/2005 | | S ⁽¹⁾ | | 3,000 | D \$ 35.01 | 315,884 D |
| Ordinary Common | 06/16/2005 | | S ⁽¹⁾ | | 22,000 | D \$ 35 | 293,884 D |

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| | | | | | | | |
|-----------------------------------------------------|------------|------------------------|--------|---|-------------|---------|---|
| Stock, \$0.01 par value | | | | | | | |
| Ordinary Common Stock, \$0.01 par value | 06/16/2005 | <u>S⁽¹⁾</u> | 5,000 | D | \$ 34.98 | 288,884 | D |
| Ordinary Common Stock, \$0.01 par value | 06/16/2005 | <u>S⁽¹⁾</u> | 2,000 | D | \$ 34.97 | 286,884 | D |
| Ordinary Common Stock, \$0.01 par value | 06/16/2005 | <u>S⁽¹⁾</u> | 5,000 | D | \$ 34.96 | 281,884 | D |
| Ordinary Common Stock, \$0.01 par value | 06/16/2005 | <u>S⁽¹⁾</u> | 13,000 | D | \$ 34.95 | 268,884 | D |
| Ordinary Common Stock, \$0.01 par value | 06/16/2005 | <u>S⁽¹⁾</u> | 5,000 | D | \$ 34.94 | 263,884 | D |
| Ordinary Common Stock, \$0.01 par value | 06/16/2005 | <u>S⁽¹⁾</u> | 4,466 | D | \$ 34.93 | 259,418 | D |
| Ordinary Common Stock, \$0.01 par value | 06/16/2005 | <u>S⁽¹⁾</u> | 1,100 | D | \$ 34.92 | 258,318 | D |
| Ordinary Common Stock, \$0.01 par value | 06/16/2005 | <u>S⁽¹⁾</u> | 2,700 | D | \$ 34.91 | 255,618 | D |
| Ordinary Common Stock, | 06/16/2005 | <u>S⁽¹⁾</u> | 22,334 | D | \$ 34.9 | 233,284 | D |

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|-----------------------------------------------------|------------|------------------------|-------|---|-------------|---------|---|
| Ordinary Common Stock, \$0.01 par value | 06/16/2005 | <u>S⁽¹⁾</u> | 6,600 | D | \$ 34.89 | 226,684 | D |
| Ordinary Common Stock, \$0.01 par value | 06/16/2005 | <u>S⁽¹⁾</u> | 4,800 | D | \$ 34.88 | 221,884 | D |
| Ordinary Common Stock, \$0.01 par value | 06/16/2005 | <u>S⁽¹⁾</u> | 2,400 | D | \$ 34.87 | 219,484 | D |
| Ordinary Common Stock, \$0.01 par value | 06/16/2005 | <u>S⁽¹⁾</u> | 4,475 | D | \$ 34.86 | 215,009 | D |
| Ordinary Common Stock, \$0.01 par value | 06/16/2005 | <u>S⁽¹⁾</u> | 100 | D | \$ 34.85 | 214,909 | D |
| Ordinary Common Stock, \$0.01 par value | 06/16/2005 | <u>S⁽¹⁾</u> | 400 | D | \$ 34.84 | 214,509 | D |
| Ordinary Common Stock, \$0.01 par value | 06/16/2005 | <u>S⁽¹⁾</u> | 800 | D | \$ 34.82 | 213,709 | D |
| Ordinary Common Stock, \$0.01 par value | 06/16/2005 | <u>S⁽¹⁾</u> | 300 | D | \$ 34.81 | 213,409 | D |
| Ordinary Common Stock, \$0.01 par | 06/16/2005 | <u>S⁽¹⁾</u> | 5,625 | D | \$ 34.8 | 207,784 | D |

value

Ordinary
Common
Stock,
\$0.01 par
value

06/16/2005

S⁽¹⁾

900

D

\$
34.75

206,884

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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Stock Option (right to buy) | \$ 10.43 | 06/16/2005 | | X ⁽¹⁾ | 112,000 | 01/05/2005 ⁽³⁾ 01/05/2014 | Ordinary Common Stock 112,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHULMAN STEVEN J 16 MUNSON ROAD FARMINGTON, CT 06032 | X | | Chairman and CEO | |

Signatures

/s/ Steven J. Shulman 06/17/2005

**Signature of Reporting Person

Date

/s/ Steven J. Shulman 06/17/2005

**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) This transaction was effectuated pursuant to a Rule 10b-5-1 plan and, accordingly, not on a discretionary basis by the reporting person.
- (2) Includes 206,884 shares beneficially owned prior to the reported transaction.
- (3) Total number of shares exercisable on 1/5/05 were 206,502 of which 112,000 have been exercised. There are currently 94,502 shares available for exercise. The remainder of 413,003 options will vest in increments of one third on January 5, 2006, 2007 and 2008.
- (4) Not applicable.

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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