

MAGELLAN HEALTH SERVICES INC
 Form 4
 August 03, 2006

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)
 55 NOD ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/01/2006

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

AVON, CT 06001

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V | Amount | Price | |
| Ordinary Common Stock, \$0.01 par value | 08/01/2006 | | X ⁽¹⁾ | 5,700 | A | \$ 11.91 | 162,584 ⁽²⁾ D |
| Ordinary Common Stock, \$0.01 par value | 08/01/2006 | | S ⁽¹⁾ | 100 | D | \$ 47.96 | 162,484 D |
| Ordinary Common | 08/01/2006 | | S ⁽¹⁾ | 200 | D | \$ 47.74 | 162,284 D |

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| | | | | | | | |
|---|------------|------------------------|-----|---|-------------|---------|---|
| Stock, \$0.01 par value | | | | | | | |
| Ordinary Common Stock, \$0.01 par value | 08/01/2006 | <u>S⁽¹⁾</u> | 200 | D | \$ 47.68 | 162,084 | D |
| Ordinary Common Stock, \$0.01 par value | 08/01/2006 | <u>S⁽¹⁾</u> | 100 | D | \$ 47.67 | 161,984 | D |
| Ordinary Common Stock, \$0.01 par value | 08/01/2006 | <u>S⁽¹⁾</u> | 100 | D | \$ 47.62 | 161,884 | D |
| Ordinary Common Stock, \$0.01 par value | 08/01/2006 | <u>S⁽¹⁾</u> | 200 | D | \$ 47.6 | 161,684 | D |
| Ordinary Common Stock, \$0.01 par value | 08/01/2006 | <u>S⁽¹⁾</u> | 987 | D | \$ 47.59 | 160,697 | D |
| Ordinary Common Stock, \$0.01 par value | 08/01/2006 | <u>S⁽¹⁾</u> | 8 | D | \$ 47.58 | 160,689 | D |
| Ordinary Common Stock, \$0.01 par value | 08/01/2006 | <u>S⁽¹⁾</u> | 92 | D | \$ 47.56 | 160,597 | D |
| Ordinary Common Stock, \$0.01 par value | 08/01/2006 | <u>S⁽¹⁾</u> | 449 | D | \$ 47.55 | 160,148 | D |
| Ordinary Common Stock, | 08/01/2006 | <u>S⁽¹⁾</u> | 51 | D | \$ 47.54 | 160,097 | D |

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| | | | | | | | |
|---|------------|------------------|-------|---|----------|---------|---|
| \$0.01 par value | | | | | | | |
| Ordinary Common Stock, \$0.01 par value | 08/01/2006 | S ⁽¹⁾ | 200 | D | \$ 47.5 | 159,897 | D |
| Ordinary Common Stock, \$0.01 par value | 08/01/2006 | S ⁽¹⁾ | 500 | D | \$ 47.49 | 159,397 | D |
| Ordinary Common Stock, \$0.01 par value | 08/01/2006 | S ⁽¹⁾ | 300 | D | \$ 47.48 | 159,097 | D |
| Ordinary Common Stock, \$0.01 par value | 08/01/2006 | S ⁽¹⁾ | 1,727 | D | \$ 47.47 | 157,370 | D |
| Ordinary Common Stock, \$0.01 par value | 08/01/2006 | S ⁽¹⁾ | 100 | D | \$ 47.46 | 157,270 | D |
| Ordinary Common Stock, \$0.01 par value | 08/01/2006 | S ⁽¹⁾ | 286 | D | \$ 47.45 | 156,984 | D |
| Ordinary Common Stock, \$0.01 par value | 08/01/2006 | S ⁽¹⁾ | 100 | D | \$ 47.44 | 156,884 | 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)

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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) | 8. |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
| Stock Option (right to buy) | \$ 11.91 | 08/01/2006 | | X(1) | 5,700 | 01/05/2006 12/31/2006 | Common Stock | 5,700 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHULMAN STEVEN J 55 NOD ROAD AVON, CT 06001 | X | | Chairman and CEO | |

Signatures

/s/ Steven J Shulman 08/03/2006

**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 156,884 shares owned prior to current transaction, of which 18,339 shares are unvested restricted stock.
- (3) Not applicable.
- (4) Of the 224,636 options in this tranche, 18,134 are exercisable until 12/31/06. The remainder of 206,502 options in this tranche will become exercisable on January 5, 2007 and until December 31, 2007.

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.