#### HEALTHCARE SERVICES GROUP INC

Form 4 May 18, 2007

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and A COOK THO	•	orting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			HEALTHCARE SERVICES GROUP INC [HCSG]	(Check all applicable)		
(Last)	(First)	3. Bute of Eurnest Transaction		_X_ Director 10% Owner _X_ Officer (give title Other (specify		
3220 TILLMAN DRIVE, SUITE			(Month/Day/Year) 05/17/2007	below) below)  President and COO		

300

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

BENSALEM, PA 19020

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative S	Securi	ties Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			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)	
Common stock	05/17/2007		Code V M	Amount 100,000	(D)	Price \$ 4.1111	119,248	D	
Common stock	05/17/2007		S	100	D	\$ 27.02	119,148	D	
Common stock	05/17/2007		S	1,679	D	\$ 26.95	117,469	D	
Common stock	05/17/2007		S	97,902	D	\$ 27	19,567	D	
Common stock	05/17/2007		S	319	D	\$ 27.01	19,248	D	

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

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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 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 tionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and		Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares				
Stock option	\$ 4.1111	05/17/2007		M		100,000	06/04/2002	12/04/2011	common stock	100,000				
Phantom stock	\$ 0 (1)	05/14/2007	05/17/2007	S		16,930	(2)	<u>(3)</u>	common stock	16,930				

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
COOK THOMAS A 3220 TILLMAN DRIVE SUITE 300 BENSALEM, PA 19020	X		President and COO				

# **Signatures**

Reporting Person

/s/ Thomas A.
Cook

\*\*Signature of 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) Shares originally issued at conversion rate of 1 for 1 pursuant to issuer's contribution under the Healthcare Services Group, Inc Deferred Compensation Plan
- (2) Shares acquired pursuant to issuer contribution made under plan years 2000 through 2006 Healthcare Services Group, Inc Deferred Compensation Plan
- (3) Shares of Phantom Stock are payable in cash or stock following the reporting person's employment with 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.

Reporting Owners 2

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