

MAGELLAN HEALTH SERVICES INC
 Form 4/A
 June 15, 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 *
 DEMILIO MARK S

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)
 C/O MAGELLAN HEALTH SERVICES, INC., 6950 COLUMBIA GATEWAY DRIVE, SUITE 400

3. Date of Earliest Transaction (Month/Day/Year)
 01/05/2004

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 CFO

(Street)
 COLUMBIA, MD 21046

4. If Amendment, Date Original Filed (Month/Day/Year)
 01/12/2004

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 | (D) | Price |

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.

SEC 1474 (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 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 or Number of Shares |
| Stock Option (Right to Buy) | \$ 11.91 ⁽¹⁾ | 01/05/2004 | | A | 165,201 | ⁽²⁾ | | 01/05/2014 | | Ordinary Common Stock | 165,201 |
| Stock Option (Right to Buy) | \$ 11.91 ⁽¹⁾ | 01/05/2004 | | A | 165,201 | ⁽⁴⁾ | | 01/05/2014 | | Ordinary Common Stock | 165,201 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DEMILIO MARK S C/O MAGELLAN HEALTH SERVICES, INC. 6950 COLUMBIA GATEWAY DRIVE, SUITE 400 COLUMBIA, MD 21046 | | | CFO | |

Signatures

/s/ Mark S.
Demilio 06/15/2005
**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) As approved by Magellan's Management Compensation Committee on March 26, 2004, the exercise price of this option was adjusted to \$11.91 (from \$11.94) in order to correct an arithmetic error made in the calculation of the applicable purchase price contemplated for options to be granted to Mr. Demilio in connection with the consummation of Magellan's plan of reorganization pursuant to Mr. Demilio's employment agreement with Magellan, which he and Magellan entered into on January 5, 2004 (as was further discussed in Magellan's Current Report on Form 8-K filed with the Commission on January 6, 2004 with regard to the consummation of the plan of reorganization).
- (2) Options vest, and become exercisable in 33% increments on January 5 of each of 2005, 2006 and 2007. Further, options are exercisable only if market price of the common stock has increased from 1/5/04 through the determination date at a cumulative rate of 16% per annum, with daily compounding, over \$11.91 per share. The determination of whether these options are exercisable shall be determined on each trading day occurring on or after a vesting date and shall be based on the average closing prices of the common stock for each of the 20 consecutive trading days ending on each such determination date. In all events, the options fully vest and are exercisable on 1/5/11.
- (3) The zero ("0") in this column is a "dummy" amount, solely for the purpose of permitting the use of the following explanation: No price was applicable to the acquisition of this security.

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(4) Options vest, and become exercisable in 33% increments on January 5, of each of 2005, 2006 and 2007.

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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