**MAXIMUS INC** Form 4 March 19, 2008

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

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

obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person \* THOMPSON JAMES R

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Middle)

(First)

MAXIMUS INC [MMS] 3. Date of Earliest Transaction

(Check all applicable) X\_ Director 10% Owner

Other (specify

7. Nature of

Indirect

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

C/O WINSTON & STRAWN, 35 WEST WACKER DRIVE, SUITE 4600

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Officer (give title

Filed(Month/Day/Year)

(Month/Day/Year)

03/17/2008

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

CHICAGO, IL 60601

Security

(Instr. 3)

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned (I) Following

(D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4) 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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of Derivative Conversion

6. Date Exercisable and 5. Number (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of 8. Pr Underlying Securities

1

#### Edgar Filing: MAXIMUS INC - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	3)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/	Year)	(Instr. 3 and	1	Sect (Ins
				Code '	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	\$ 36.85	03/17/2008		A		68		(2)	(2)	Common Stock	68	:
Restricted Stock Units (1)	\$ 36.58	03/18/2008		A		2,255		<u>(4)</u>	<u>(4)</u>	Common Stock	2,255	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting 6 wher runner, runness	Director	10% Owner	Officer	Other			
THOMPSON JAMES R C/O WINSTON & STRAWN 35 WEST WACKER DRIVE, SUITE 4600 CHICAGO, IL 60601	X						

# **Signatures**

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

03/19/2008

\*\*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) Each RSU represents a contingent right to receive one share of common Stock.
- Restricted stock units vest based upon the following schedule, subject to deferred vesting for a longer period at the election of the individual, as permitted by the terms of the award: Shares Vest Date 0 3/17/2009 0 3/17/2010 68 3/17/2011 Expiration date not applicable to RSUs
- (3) Reporting person also holds restricted stock units with respect to an additional 11,958 shares of common stock with varying vesting schedule.
- Restricted stock units vest based upon the following schedule, subject to deferred vesting for a longer period at the election of the (4) individual, as permitted by the terms of the award: Share Vest Date 0 3/18/2009 0 3/18/2010 2255 3/18/2011 Expiration date not applicable to RSUs.
- (5) Reporting person also holds restricted stock units with respect to an additional 12,026 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.

Reporting Owners 2

#### Edgar Filing: MAXIMUS INC - Form 4

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.