

Walker David N
Form 4
December 17, 2010

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Walker David N

(Last) (First) (Middle)

11419 SUNSET HILLS ROAD

(Street)

RESTON, VA 20190-5207

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MAXIMUS INC [MMS]

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

12/16/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/16/2010		M	1,750 A	\$ 24.4 14,420.245	D	
Common Stock	12/16/2010		S	1,750 D	\$ 66.363 12,670.245	D	
Common Stock	12/16/2010		M	3,200 A	\$ 35.09 15,870.245	D	
Common Stock	12/16/2010		S	3,200 D	\$ 66.209 12,670.245	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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(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)	8. Price of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 24.4	12/16/2010		M	1,750	<u>(1)</u>	<u>(1)</u>	Common Stock	1,750	\$ 0
Stock Options	\$ 35.09	12/16/2010		M	3,200	<u>(2)</u>	<u>(2)</u>	Common Stock	3,200	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walker David N 11419 SUNSET HILLS ROAD RESTON, VA 20190-5207			CFO	

Signatures

David R. Francis: As Attorney-In-Fact for: David Walker 12/17/2010

__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).

- Effective 11/18/2002 - Non Qualified Stock Options to acquire 3,500 shares of common stock were issued with the following vesting schedules Shares Vest Date 875 11/18/2003 875 11/18/2004 875 11/18/2005 875 11/18/2006 These options expire on 11/18/2012
- Effective 5/1/2006 - Non Qualified Stock Options to acquire 50,000 shares of common stock were issued with the following vesting schedules Shares Vest Date 12,500 5/1/2007 12,500 5/1/2008 12,500 5/1/2009 12,500 5/1/2010 These options expire on 5/1/2012

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(3) Weighted average sale price for prices ranging from \$66.26 to \$66.64. 898 shares were sold at \$66.26 per share; 200 shares were sold at \$66.32 per share; 100 shares were sold at \$66.38 per share; 16 shares were sold at \$66.40 per share; 100 shares were sold at \$66.47 per share; 100 shares were sold at \$66.51 per share; 1 shares were sold at \$66.54 per share; 208 shares were sold at \$66.57 per share; 100 shares were sold at \$66.59 per share; 27 shares were sold at \$66.64 per share.

(4) Weighted average sale price for prices ranging from \$66.15 to \$66.375. 1652 shares were sold at \$66.15 per share; 200 shares were sold at \$66.16 per share; 300 shares were sold at \$66.205 per share; 200 shares were sold at \$66.26 per share; 348 shares were sold at \$66.27 per share; 100 shares were sold at \$66.325 per share; 200 shares were sold at \$66.37 per share; 200 shares were sold at \$66.375 per share.

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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