

MAXIMUS INC
Form 4
May 24, 2012

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 *
THOMPSON JAMES R

(Last) (First) (Middle)

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

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

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

MAXIMUS INC [MMS]

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

05/23/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	05/23/2012		M		240	A \$ 15.455	240		D
Common Stock	05/23/2012		S		240	D \$ 46.59 ⁽¹⁾	0		D
Common Stock	05/23/2012		M		342	A \$ 12.16	342		D
Common Stock	05/23/2012		S		342	D \$ 45.99 ⁽²⁾	0		D
Common Stock	05/23/2012		M		362	A \$ 11.5	362		D

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Common Stock	05/23/2012	S	362	D	\$ 46.02 (3)	0	D
Common Stock	05/23/2012	M	328	A	\$ 12.665	328	D
Common Stock	05/23/2012	S	328	D	\$ 45.97 (4)	0	D
Common Stock	05/23/2012	M	310	A	\$ 13.4	310	D
Common Stock	05/23/2012	S	310	D	\$ 45.98 (5)	0	D

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 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. P Der Sec (Ins
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 15.455	05/23/2012		M	240	06/05/2002	06/05/2012	Common Stock	240	
Stock Options	\$ 12.16	05/23/2012		M	342	08/21/2002	08/21/2012	Common Stock	342	
Stock Options	\$ 11.5	05/23/2012		M	362	11/13/2002	11/13/2012	Common Stock	362	
Stock Options	\$ 13.4	05/23/2012		M	310	12/19/2002	12/19/2012	Common Stock	310	
Stock Options	\$ 12.665	05/23/2012		M	328	11/20/2002	11/20/2012	Common Stock	328	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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: As Attorney-In-Fact for: James R. Thompson

05/24/2012

__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).

Weighted average sales price for prices ranging from \$46.58 to \$46.60. The reporting person will provide full information regarding the
(1) number of shares purchased or sold at each separate price upon request by the Commission staff, the issuer, or a security holder of the issuer.

Weighted average sales price for prices ranging from \$45.85 to \$46.12. The reporting person will provide full information regarding the
(2) number of shares purchased or sold at each separate price upon request by the Commission staff, the issuer, or a security holder of the issuer.

Weighted average sales price for prices ranging from \$45.87 to \$46.16. The reporting person will provide full information regarding the
(3) number of shares purchased or sold at each separate price upon request by the Commission staff, the issuer, or a security holder of the issuer.

Weighted average sales price for prices ranging from \$45.77 to \$46.16. The reporting person will provide full information regarding the
(4) number of shares purchased or sold at each separate price upon request by the Commission staff, the issuer, or a security holder of the issuer.

Weighted average sales price for prices ranging from \$45.80 to \$46.16. The reporting person will provide full information regarding the
(5) number of shares purchased or sold at each separate price upon request by the Commission staff, the issuer, or a security holder of 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.

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