

HMS HOLDINGS CORP
Form 4/A
December 16, 2014

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 *
LUCIA WILLIAM C

(Last) (First) (Middle)

5615 HIGH POINT DRIVE

(Street)

IRVING, TX 75038

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HMS HOLDINGS CORP [HMSY]

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
11/18/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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 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.

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Non Qualified Stock Option (Right to Buy)	\$ 21.36	11/15/2013	A	172,166 <u>(1)</u> <u>(3)</u>					11/15/2013 ⁽¹⁾	11/14/2020	Common Stock	172,166

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUCIA WILLIAM C 5615 HIGH POINT DRIVE IRVING, TX 75038	X		President and CEO	

Signatures

/s/ Eugene V. DeFelice, as attorney-in-fact for William C. Lucia

 **Signature of Reporting Person

12/16/2014

 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) 50% of the stock options vests ratably over 3 years on each anniversary of the grant date (each an "Exercise Date"); the remaining 50% will vest on each Exercise Date provided the following performance condition is met: average closing price/share must be at least 25% higher than the exercise price/share in any consecutive 30 calendar day period preceding each Exercise Date (the "Performance Goal"). If the Performance Goal is not met before the first Exercise Date, the first tranche of performance options will not vest; if the Performance Goal is met prior to the second Exercise Date, the first two tranches of performance options will vest on the second Exercise Date and the third tranche will vest on the third Exercise Date; if the Performance Goal is not met until after the third Exercise Date, the performance options will vest in full on the third Exercise Date; if the Performance Goal is not met over the three year period, the performance options will terminate.
 - (2) Only represents the derivative securities in this class.
 - (3) The number of securities shown on the reporting person's original Form 4 of 172,341 was in error and should have been 172,166 as reflected herein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. 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.