#### **HMS HOLDINGS CORP**

Form 4

November 13, 2015

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

3235-0287 January 31,

if no longer subject to Section 16.

Check this box

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

Expires: 2005 Estimated average

**OMB APPROVAL** 

burden hours per

5. Relationship of Reporting Person(s) to

response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

HOLSTER ROBERT M			Symbol  LIMS HOLDINGS CORD HIMSY				Issuer			
			HMS HOLDINGS CORP [HMSY]				(Check all applicable)			
(Last) (First) (Middle) 5615 HIGH POINT DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 11/11/2015				X Director 10% Owner Officer (give title below) Other (specify below)			
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
IRVING,	ГХ 75038	Filed	(Month/Day/Y	ear)	CORP [HMSY]  (Check all applicable)  action  -X_Director					
(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, i any (Month/Day/Year	Code	oror Dispos	ed of (4 and 3 (A) or	(D) (5) Price	Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	11/11/2015		S	16,999	D	11.1927	182,183	D		
Common Stock	11/11/2015		A	8,005 (2)	A	\$ 0	190,188	D		
Common Stock							159,000 (3)	I	By Irrevocable Trust	
Common Stock							6,000	I	Held by Spouse	

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. Transacti Code (Instr. 8)	5. Number on 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonqualified Stock Option (Right to Buy)	\$ 11.2	11/11/2015		A	8,005	<u>(4)</u>	11/10/2022	Common Stock	8,005

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

HOLSTER ROBERT M

5615 HIGH POINT DRIVE X

IRVING, TX 75038

## **Signatures**

/s/ Criselda H. Roque, as attorney-in-fact for Robert M. Holster

11/13/2015

\*\*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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.00 to \$11.295, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1) to this Form 4.
- (2) Represents restricted stock units (RSUs) payable in an equal number of shares of the Issuer's common stock. The RSUs vest in four equal quarterly installments beginning on December 31, 2015. Payment of all or a portion of the RSUs has been deferred by the Reporting Person under the Issuer's Director Deferred Compensation Plan until the Reporting Person's termination of service as a director of the

Reporting Owners 2

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Issuer.

- These shares are held in an irrevocable trust for the benefit of the Reporting Person's children and grandchildren. The reporting person's spouse is trustee of the trust. The Reporting Person disclaims beneficial ownership of such shares, and the filing of this report is not an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (4) The option vests in four equal quarterly installments over one year beginning on December 31, 2015.

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.