

HEALTHCARE SERVICES GROUP INC
 Form 4
 May 10, 2007

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 *
DISTEFANO JAMES L

2. Issuer Name and Ticker or Trading Symbol
HEALTHCARE SERVICES GROUP INC [HCSG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3220 TILLMAN DRIVE, SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)
 05/09/2007

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

(Street)
 BENSLEM, PA 19020

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

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

(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, 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)	
				Code	V	Amount				(A) or (D)
Common stock	05/04/2007	05/09/2007	M		1,000	A	\$ 4.1111	5,019	D	
Common stock	05/07/2007	05/10/2007	M		3,995	A	\$ 4.1111	9,014	D	
Common stock	05/07/2007	05/10/2007	M		6,757	A	\$ 2.2502	15,771	D	
Common stock	05/07/2007	05/10/2007	M		21,553	A	\$ 5.6222	37,324	D	
Common stock	05/04/2007	05/09/2007	S		1,000	D	\$ 28.5	36,324	D	

Director 10% Owner Officer Other

DISTEFANO JAMES L
3220 TILLMAN DRIVE
SUITE 300
BENSALEM, PA 19020

Former CFO

Signatures

/s/ James L.
DiStefano

05/10/2007

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).

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.