Edgar Filing: HMS HOLDINGS CORP - Form 4

| | DINGS CORP | | | | | | | | | | |
|--|---|--|---------------------|----------------------------------|-------------------|--|------------------------------|-----------------|--|--|------------------------|
| Form 4 May 10, 200 |)6 | | | | | | | | | | |
| FORM | | | | | | | | | | OMB AI | PPROVAL |
| | UNITED S | STATES S | | | | ND EXC D.C. 205 | | NGE C | COMMISSION | OMB Number: | 3235-0287 |
| Check th | | | | 8 | , | 2.0.200 | •• | | | Expires: | January 31 |
| if no long subject to Section 1 Form 4 c Form 5 obligatio may com See Instr | 6. Filed purs ns tinue. | suant to Sec a) of the Pu | ction 10 blic Ut | SEC 6(a) of ility H | UR the lold | ITIES e Securiti | es Ex pany | chang Act of | NERSHIP OF e Act of 1934, f 1935 or Section | Estimated a burden hou response | rs per |
| 1(b). | | | | | | | | | | | |
| (Print or Type l | Responses) | | | | | | | | | | |
| | Address of Reporting I ANDOLPH G | S | ymbol | | | Ticker or T | | - | 5. Relationship of Issuer | Reporting Pers | son(s) to |
| (Last) | (First) (N | | | | | ansaction | [1101 | 51] | (Chec | k all applicable | e) |
| 401 PARK | AVENUE SOUTI | (1 | Month/D 5/10/20 | ay/Yea | | | | | X Director Officer (give below) | | o Owner er (specify |
| | (Street) | | If Ameriled(Mon | | | te Original | | | 6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M | one Reporting Pe | erson |
| NEW YOR | K, NY 10016 | | | | | | | | Person | | porting |
| (City) | (State) | (Zip) | Table | e I - No | n-D | erivative S | ecurit | ties Acq | uired, Disposed of | , or Beneficial | lly Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution I any (Month/Day | Date, if | Code (Instr. | 8) | 4. Securiti n(A) or Dis (Instr. 3, 4 | sposed and 5 (A) or | of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | |
| Common | 05/00/0000 | | | Code | V | Amount | (D) | Price | | D | |
| Stock | 05/09/2006 | | | М | | 750 | А | \$7 | 750 | D | |
| Common Stock | 05/09/2006 | | | S | | 750 | D | \$ 9.5 | 0 | D | |
| Common Stock | 05/09/2006 | | | М | | 3,750 | А | \$ 6.44 | 3,750 | D | |
| Common Stock | 05/09/2006 | | | S | | 3,750 | D | \$ 9.5 | 0 | D | |
| Common Stock | 05/09/2006 | | | М | | 750 | А | \$ 4.22 | 750 | D | |
| | 05/09/2006 | | | S | | 750 | D | \$ 9.5 | 0 | D | |

| Common Stock | | | | | |
|-----------------|------------|---|----------|-------------------|---|
| Common Stock | 05/09/2006 | М | 30,000 A | \$ 3.05 30,000 | D |
| Common Stock | 05/09/2006 | S | 30,000 D | \$ 9.5 0 | D |
| Common Stock | 05/09/2006 | М | 10,000 A | \$ 6.95 10,000 | D |
| Common Stock | 05/09/2006 | S | 10,000 D | \$ 9.5 0 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8) | orDeriv Secur Acqui | ities ired (A) sposed of . 3, 4, | 6. Date Exer Expiration D (Month/Day/ | ate | 7. Title and A Underlying S (Instr. 3 and | Securit |
|---|---|---|---|--|---------------------------|---|---|--------------------|---|---------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amo or Num of Sh |
| Non-Qualified Stock Option (right to buy) | \$ 7 | 05/09/2006 | | М | | 750 | (2) | 10/30/2008 | Common Stock | 75 |
| Non-Qualified Stock Option (right to buy) | \$ 1.07 | | | | | | <u>(1)</u> | 11/06/2013 | Common Stock | 15,0 |
| Non-Qualified Stock Option (right to buy) | \$ 1.5 | | | | | | (2) | 10/31/2010 | Common Stock | 75 |
| Non-Qualified Stock Option (right to buy) | \$ 2.48 | | | | | | (3) | 12/12/2011 | Common Stock | 14,2 |
| Non-Qualified Stock Option (right to buy) | \$ 6.44 | 05/09/2006 | | М | | 3,750 | (3) | 11/13/2008 | Common Stock | 3,7 |

| Non-Qualified Stock Option (right to buy) | \$ 4.22 | 05/09/2006 | М | 750 | (2) | 10/29/2009 | Common Stock | 75 |
|---|---------|------------|---|--------|-----|------------|-----------------|------|
| Non-Qualified Stock Option (right to buy) | \$ 3.05 | 05/09/2006 | М | 30,000 | (3) | 11/06/2013 | Common Stock | 30,0 |
| Non-Qualified Stock Option (right to buy) | \$ 6.95 | 05/09/2006 | М | 10,000 | (3) | 04/14/2015 | Common Stock | 10,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| BROWN RANDOLPH G 401 PARK AVENUE SOUTH NEW YORK, NY 10016 | Х | | | | | |
| Signatures | | | | | | |

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) Options will vest as follows: 30,000 vest on grant date, 45,000 vest on the 1st anniversary, the remainder vest equally at the end of the next 8 quarterly periods.
- (2) Options vest with 25% vesting on grant date, and the remainder vesting equally on the next 3 anniverary dates.
- (3) Options vest in 1/3 increments with 1/3 vesting on the grant date, and 1/3 on each of the next two anniversary dates.

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.