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HEALTHCARE SERVICES GROUP INC

Form 4

February 22, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading COOK THOMAS A Issuer Symbol HEALTHCARE SERVICES (Check all applicable) GROUP INC [HCSG] (Last) (First) (Middle) 3. Date of Earliest Transaction _X_ Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 3220 TILLMAN DRIVE, SUITE 02/21/2008 President and COO 300 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

BENSALEM, PA 19020

Form filed by More than One Reporting

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3,	ed of	` ′	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)
Common stock	02/21/2008		M	58,429	A	\$ 3.7481	88,824	D	
Common stock	02/21/2008		S	1,015	D	\$ 21.06	87,809	D	
Common stock	02/21/2008		S	21,000	D	\$ 21.08	66,809	D	
Common stock	02/21/2008		S	100	D	\$ 21.09	66,709	D	
Common stock	02/21/2008		S	2,900	D	\$ 21.1	63,809	D	

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Common stock	02/21/2008	S	1,300	D	\$ 21.11 62,509	D
Common stock	02/21/2008	S	100	D	\$ 21.12 62,409	D
Common stock	02/21/2008	S	85	D	\$ 21.13 62,324	D
Common stock	02/21/2008	S	3,000	D	\$ 21.14 59,324	D
Common stock	02/21/2008	S	2,000	D	\$ 21.15 57,324	D
Common stock	02/21/2008	S	1,400	D	\$ 21.16 55,924	D
Common stock	02/21/2008	S	1,950	D	\$ 21.17 53,974	D
Common stock	02/21/2008	S	100	D	\$ 21.18 53,874	D
Common stock	02/21/2008	S	3,754	D	\$ 21.2 50,120	D
Common stock	02/21/2008	S	1,703	D	\$ 21.21 48,417	D
Common stock	02/21/2008	S	2,743	D	\$ 21.22 45,674	D
Common stock	02/21/2008	S	3,000	D	\$ 21.23 42,674	D
Common stock	02/21/2008	S	758	D	\$ 21.24 41,916	D
Common stock	02/21/2008	S	1,400	D	\$ 21.25 40,516	D
Common stock	02/21/2008	S	1,300	D	\$ 21.26 39,216	D
Common stock	02/21/2008	S	2,242	D	\$ 21.27 36,974	D
Common stock	02/21/2008	S	6,579	D	\$ 21.3 30,395	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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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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)			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
Stock option	\$ 3.7481	02/21/2008		M		58,429	06/13/2003	12/13/2012	common stock	58,429

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
COOK THOMAS A 3220 TILLMAN DRIVE SUITE 300 BENSALEM, PA 19020	X		President and COO					

Signatures

/s/ Thomas
Cook

**Signature of Reporting Person

O2/22/2008

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.

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