

MAXIMUS INC
Form 4
February 18, 2011

FORM 4

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

OMB APPROVAL

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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 *
THOMPSON JAMES R

(Last) (First) (Middle)

**C/O WINSTON & STRAWN, 35
WEST WACKER DRIVE, SUITE
4600**

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MAXIMUS INC [MMS]

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) | Price | | | |
| Common Stock | 02/16/2011 | | M | 84 | A \$ 34.99 | 84 | D | |
| Common Stock | 02/16/2011 | | S | 78 | D \$ 72.73 | 6 | D | |
| Common Stock | 02/16/2011 | | S | 6 | D \$ 72.74 | 0 | D | |
| Common Stock | 02/16/2011 | | M | 2,568 | A \$ 34.29 | 2,568 | D | |
| Common Stock | 02/16/2011 | | S | 2,568 | D \$ 72.699 | 0 | D | |

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| | | | | <u>(1)</u> | | | |
|--------------|------------|---|--------|------------|-----------|--------|---|
| Common Stock | 02/16/2011 | M | 143 | A | \$ 34.29 | 143 | D |
| Common Stock | 02/16/2011 | S | 143 | D | \$ 72.67 | 0 | D |
| Common Stock | 02/16/2011 | M | 919 | A | \$ 30.47 | 919 | D |
| Common Stock | 02/16/2011 | S | 919 | D | \$ 72.666 | 0 | D |
| | | | | <u>(2)</u> | | | |
| Common Stock | 02/16/2011 | M | 15,000 | A | \$ 36.91 | 15,000 | D |
| Common Stock | 02/16/2011 | S | 15,000 | D | \$ 72.695 | 0 | D |
| | | | | <u>(3)</u> | | | |
| Common Stock | 02/16/2011 | M | 172 | A | \$ 35.82 | 172 | D |
| Common Stock | 02/16/2011 | S | 72 | D | \$ 72.695 | 100 | D |
| Common Stock | 02/16/2011 | S | 100 | D | \$ 72.7 | 0 | D |
| Common Stock | 02/16/2011 | M | 172 | A | \$ 35.4 | 172 | D |
| Common Stock | 02/16/2011 | S | 172 | D | \$ 72.76 | 0 | D |
| Common Stock | 02/16/2011 | M | 2,073 | A | \$ 35 | 2,073 | D |
| Common Stock | 02/16/2011 | S | 2,073 | D | \$ 72.701 | 0 | D |
| | | | | <u>(4)</u> | | | |
| Common Stock | 02/16/2011 | M | 172 | A | \$ 35 | 172 | D |
| Common Stock | 02/16/2011 | S | 172 | D | \$ 72.75 | 0 | D |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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) | 5. Number of 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 |
| Stock Options | \$ 34.99 | 02/16/2011 | | M | 84 | 03/21/2005 | 03/21/2011 | Common Stock | 84 |
| Stock Options | \$ 34.29 | 02/16/2011 | | M | 2,568 | 03/22/2005 | 03/22/2011 | Common Stock | 2,568 |
| Stock Options | \$ 34.29 | 02/16/2011 | | M | 143 | 03/22/2005 | 03/22/2011 | Common Stock | 143 |
| Stock Options | \$ 30.47 | 02/16/2011 | | M | 919 | 04/28/2005 | 04/28/2011 | Common Stock | 919 |
| Stock Options | \$ 36.91 | 02/16/2011 | | M | 15,000 | <u>(5)</u> | <u>(5)</u> | Common Stock | 15,000 |
| Common Stock | \$ 35.82 | 02/16/2011 | | M | 172 | 03/06/2001 | 03/06/2011 | Common Stock | 172 |
| Stock Options | \$ 35.4 | 02/16/2011 | | M | 172 | 05/11/2001 | 05/11/2011 | Common Stock | 172 |
| Stock Options | \$ 35 | 02/16/2011 | | M | 2,073 | 05/16/2001 | 05/16/2011 | Common Stock | 2,073 |
| Stock Options | \$ 35 | 02/16/2011 | | M | 172 | 05/16/2001 | 05/16/2011 | Common Stock | 172 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| THOMPSON JAMES R C/O WINSTON & STRAWN 35 WEST WACKER DRIVE, SUITE 4600 CHICAGO, IL 60601 | | X | | |

Signatures

David R. Francis: As Attorney-In-Fact for: James R. Thompson 02/18/2011

__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).

(1) Weighted average sale price for prices ranging from \$72.63 to \$72.72. 77 shares were sold at \$72.63 per share; 23 shares were sold at \$72.66 per share; 100 shares were sold at \$72.67 per share; 200 shares were sold at \$72.69 per share; 1568 shares were sold at \$72.70 per share; 100 shares were sold at \$72.705 per share; 300 shares were sold at \$72.71 per share; 200 shares were sold at \$72.72 per share.

(2) Weighted average sale price for prices ranging from \$72.65 to \$72.68. 196 shares were sold at \$72.65 per share; 163 shares were sold at \$72.66 per share; 360 shares were sold at \$72.67 per share; 200 shares were sold at \$72.68 per share.

(3) Weighted average sale price for prices ranging from \$72.56 to \$72.68. 20 shares were sold at \$72.56 per share; 100 shares were sold at \$72.63 per share; 100 shares were sold at \$72.65 per share; 977 shares were sold at \$72.67 per share; 5900 shares were sold at \$72.675 per share; 103 shares were sold at \$72.68 per share; 613 shares were sold at \$72.69 per share; 100 shares were sold at \$72.695 per share; 3429 shares were sold at \$72.70 per share; 200 shares were sold at \$72.705 per share; 800 shares were sold at \$72.71 per share; 558 shares were sold at \$72.72 per share; 100 shares were sold at \$72.733 per share; 1100 shares were sold at \$72.745 per share; 900 shares were sold at \$72.76 per share.

(4) Weighted average sale price for prices ranging from \$72.63 to \$72.72. 100 shares were sold at \$72.63 per share; 100 shares were sold at \$72.675 per share; 877 shares were sold at \$72.70 per share; 796 shares were sold at \$72.71 per share; 200 shares were sold at \$72.72 per share.

(5) Effective 3/5/2001 - Non Qualified Stock Options to acquire 15,000 shares of common stock were issued with the following vesting schedules Shares Vest Date 5,000 3/5/2001 5,000 3/5/2002 5,000 3/5/2003 These options expire on 3/5/2011

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