

MAXIMUS INC

Form 4

September 18, 2014

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**THOMPSON JAMES R**

(Last) (First) (Middle)

C/O MAXIMUS, INC. ATTN:  
TREASURY DEPT., 1891 METRO  
CENTER DRIVE

(Street)

RESTON, VA 20190

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

MAXIMUS INC [MMS]

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

09/16/2014

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                     | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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.**

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<br>Derivative | 2.<br>Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4.<br>Transaction | 5.<br>Number | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount of<br>Underlying Securities | 8. Price of<br>Derivative |
|---------------------------|------------------|-----------------------------------------|----------------------------------|-------------------|--------------|--------------------------------------------|-------------------------------------------------|---------------------------|
|---------------------------|------------------|-----------------------------------------|----------------------------------|-------------------|--------------|--------------------------------------------|-------------------------------------------------|---------------------------|

# Edgar Filing: MAXIMUS INC - Form 4

| Security<br>(Instr. 3)         | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Security<br>(Instr. 5) |                    |                 |                                        |      |
|--------------------------------|---------------------------------------------------|-------------------------|--------------------|-------------------------------------------------------------------------------------------------------|------------------|------------------|------------------------|--------------------|-----------------|----------------------------------------|------|
|                                |                                                   |                         | Code               | V                                                                                                     | (A)              | (D)              | Date<br>Exercisable    | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |      |
| Common<br>Stock <sup>(1)</sup> | \$ 41.4                                           | 09/16/2014              | A                  |                                                                                                       | 60               |                  | <sup>(2)</sup>         | <sup>(2)</sup>     | Common<br>Stock | 60                                     | \$ 0 |
| Common<br>Stock <sup>(1)</sup> | \$ 41.28                                          | 09/17/2014              | A                  |                                                                                                       | 61               |                  | <sup>(4)</sup>         | <sup>(4)</sup>     | Common<br>Stock | 61                                     | \$ 0 |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

THOMPSON JAMES R  
C/O MAXIMUS,INC. ATTN: TREASURY DEPT.  
1891 METRO CENTER DRIVE  
RESTON, VA 20190

X

## Signatures

David R. Francis: As Attorney-In-Fact for: James R  
Thompson

09/18/2014

                    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) Each Restricted Stock Unit represents a contingent right to receive one share of common stock.

Restricted Stock Units vest based upon the following schedule, subject to deferred vesting for a longer period at the election of individual,  
(2) as permitted by the terms of the award: Shares Vest Date 0 09/16/2015 0 09/16/2016 60 09/16/2017 Expiration date not applicable to RSUs

(3) Reporting person also holds restricted stock units with respect to an additional 129,165 shares of common stock with varying vesting schedules.

Restricted Stock Units vest based upon the following schedule, subject to deferred vesting for a longer period at the election of individual,  
(4) as permitted by the terms of the award: Shares Vest Date 0 09/17/2015 0 09/17/2016 61 09/17/2017 Expiration date not applicable to RSUs

(5) Reporting person also holds restricted stock units with respect to an additional 129,215 shares of common stock with varying vesting schedules.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

## Edgar Filing: MAXIMUS INC - Form 4

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.