MAXIMUS INC

Form 4

September 18, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

January 31, Expires:

OMB APPROVAL

2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **POND PETER**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol MAXIMUS INC [MMS]

(Month/Day/Year)

(Check all applicable)

(First) (Last)

3. Date of Earliest Transaction

X_ Director 10% Owner

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

(Street)

(Middle)

09/16/2014

Officer (give title Other (specify below)

CENTER DRIVE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

RESTON, VA 20190

(State) (Zip) (City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) or

Transaction(s) (Instr. 3 and 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 SEC 1474 information contained in this form are not (9-02)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)

3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 1. Title of 7. Title and Amount of 8. Price Derivative (Month/Day/Year) Execution Date, if Transaction of **Expiration Date** Underlying Securities Derivati Conversion

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Security (Instr. 3)		or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5)
					Code V	(A) (Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
	Common Stock (1)	\$ 41.4	09/16/2014		A	60		(2)	(2)	Common Stock	60	\$ 0
	Common Stock (1)	\$ 41.28	09/17/2014		A	121		<u>(4)</u>	<u>(4)</u>	Common Stock	121	\$ 0

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

POND PETER

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

RESTON, VA 20190

Signatures

David R. Francis: As Attorney-In-Fact for: Peter Pond 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 227,387 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 121 09/17/2017 Expiration date not applicable to RSUs
- (5) Reporting person also holds restricted stock units with respect to an additional 227,447 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. 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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