MAXIMUS INC Form 4

December 15, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

obligations

may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

See Instruction 1(b).

(Print or Type Responses)

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

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

MAXIMUS INC [MMS]

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

12/10/2014

X_ Director 10% Owner Officer (give title Other (specify

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

(Street)

(First)

CENTER DRIVE

(Last)

4. If Amendment, Date Original

Code

(Instr. 8)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

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

below)

RESTON, VA 20190

(Instr. 3)

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed Security

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

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

Reported

(Instr. 4)

Ownership (Instr. 4)

(A) Transaction(s) or (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.

(Month/Day/Year)

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

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

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)					(Instr. 3 and 4)		Security (Instr. 5)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock (1)	\$ 53.17	12/10/2014		A	94		(2)	(2)	Common Stock	94	\$0
Common Stock (1)	\$ 51.83	12/11/2014		A	96		<u>(4)</u>	<u>(4)</u>	Common Stock	96	\$ 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 12/15/2014

**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 of the election of the individual, as permitted by the terms of the award: Shares Vest Date 0 12/10/2015 0 12/10/2016 94 12/10/2017 Expiration date not applicable to RSUs
- (3) Reporting person also holds restricted stock units with respect to an additional 227,918.239 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 12/11/2015 0 12/11/2016 96 12/11/2017 Expiration date not applicable to
- (5) Reporting person also holds restricted stock units with respect to an additional 228,012.239 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.

Reporting Owners 2

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