HEALTHCARE SERVICES GROUP INC

Form 4 May 18, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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Form 5 obligations may continue. 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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * COOK THOMAS A			2. Issuer Name and Ticker or Trading Symbol HEALTHCARE SERVICES GROUP INC [HCSG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 3220 TILLM. 300	(First) AN DRIVE,	(Middle) SUITE	3. Date of Earliest Transaction (Month/Day/Year) 05/17/2007	_X Director 10% Owner S Other (give title Other (specify below) President and COO		
DENGALEMAN	(Street)		4. If Amendment, Date Original 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		
BENSALEM	, PA 19020			Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securi	ties Acquir	ed, Disposed of,	or Beneficiall	y 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 our Dispose (Instr. 3, 4	d of (L))	5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(msu. +)	
Common stock	05/17/2007		M	100,000	A	\$ 4.1111	119,248	D	
Common stock	05/17/2007		S	100	D	\$ 27.02	119,148	D	
Common stock	05/17/2007		S	1,679	D	\$ 26.95	117,469	D	
Common stock	05/17/2007		S	97,902	D	\$ 27	19,567	D	
Common stock	05/17/2007		S	319	D	\$ 27.01	19,248	D	

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

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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 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 ctionDerivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and		6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares		
Stock option	\$ 4.1111	05/17/2007		M		100,000	06/04/2002	12/04/2011	common stock	100,000		
Phantom stock	\$ 0 (1)	05/14/2007	05/17/2007	S		16,930	(2)	<u>(3)</u>	common stock	16,930		

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
COOK THOMAS A 3220 TILLMAN DRIVE SUITE 300 BENSALEM, PA 19020	X		President and COO					

Signatures

Reporting Person

/s/ Thomas A.
Cook

**Signature of 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) Shares originally issued at conversion rate of 1 for 1 pursuant to issuer's contribution under the Healthcare Services Group, Inc Deferred Compensation Plan
- (2) Shares acquired pursuant to issuer contribution made under plan years 2000 through 2006 Healthcare Services Group, Inc Deferred Compensation Plan
- (3) Shares of Phantom Stock are payable in cash or stock following the reporting person's employment with the issuer.

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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