MAXIMUS INC Form 4 May 20, 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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * HALEY JOHN J

(Middle)

(Zip)

Symbol

MAXIMUS INC [MMS] 3. Date of Earliest Transaction

(Month/Day/Year) 05/19/2014

(Check all applicable)

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

5. Relationship of Reporting Person(s) to

MAXIMUS, INC. ATTN: TREASURY DEPT., 1891 METRO

(First)

CENTER DRIVE

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

Issuer

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

RESTON, VA 20190

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security

(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 Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

OMB APPROVAL

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January 31,

2005

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Number:

Expires:

response...

Estimated average

burden hours per

(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.

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 1. Title of Derivative (Month/Day/Year) Execution Date, if TransactionNumber Conversion

5.

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. Price o Underlying Securities Derivativ

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	Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Set Add (A D) of (In	erivative curities equired) or sposed (D) astr. 3, and 5)			(Instr. 3 and 4)		Security (Instr. 5)
				Code V	J (A	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
	Common Stock (1)	\$ 42.86	05/19/2014		A	5	8	(2)	(2)	Common	58	\$ 0

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HALEY JOHN J MAXIMUS, INC. ATTN: TREASURY DEPT. 1891 METRO CENTER DRIVE

RESTON, VA 20190

Signatures

David R. Francis: As Attorney-In-Fact for: John J Haley

**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).

X

- (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 0.05/19/2015 0.05/19/2016 58.05/19/2017 Expiration date not applicable to

05/20/2014

- (2) as permitted by the terms of the award: Shares Vest Date 0 05/19/2015 0 05/19/2016 58 05/19/2017 Expiration date not applicable to RSUs
- (3) Reporting person also holds restricted stock units with respect to an additional 120,049 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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