

Walker David N
Form 4
October 06, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Walker David N

(Last) (First) (Middle)
11419 SUNSET HILLS ROAD
(Street)

RESTON, VA 20190-5207

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MAXIMUS INC [MMS]

3. Date of Earliest Transaction
(Month/Day/Year)
10/04/2010

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)
CFO

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 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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock ⁽¹⁾ | 10/04/2010 | | M | | 5,500 A \$ 35.09 | 18,170.245 | D |
| Common Stock | 10/04/2010 | | S | | 4,870 D \$ 60.541 | 13,300.245 | D |
| | | | | | ⁽²⁾ ⁽³⁾ | | |
| Common Stock | 10/04/2010 | | S | | 630 D \$ 60.923 | 12,670.245 | D |
| | | | | | ⁽⁴⁾ | | |

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

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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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Derivative Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Stock Options | \$ 35.09 | 10/04/2010 | | M | 5,500 | (5) (5) | Common Stock | 5,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Walker David N 11419 SUNSET HILLS ROAD RESTON, VA 20190-5207 | | | CFO | |

Signatures

David R. Francis: As Attorney-In-Fact for: David Walker 10/06/2010

__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) These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 14, 2010.

Weighted average sale price for prices ranging from \$59.81 to \$60.79. 181 shares were sold at \$59.81 per share; 100 shares were sold at \$59.855 per share; 100 shares were sold at \$59.93 per share; 100 shares were sold at \$59.94 per share; 100 shares were sold at \$60.02 per share; 200 shares were sold at \$60.13 per share; 100 shares were sold at \$60.24 per share; 100 shares were sold at \$60.25 per share; 100

(2) shares were sold at \$60.502 per share; 100 shares were sold at \$60.506 per share; 100 shares were sold at \$60.54 per share; 83 shares were sold at \$60.56 per share; 100 shares were sold at \$60.58 per share; 92 shares were sold at \$60.59 per share; 100 shares were sold at \$60.61 per share; 200 shares were sold at \$60.62 per share; 100 shares were sold at \$60.63 per share; 100 shares were sold at \$60.64 per share; 200 shares were sold at \$60.65 per share; (continued in following footnote)

(3) (continued from previous footnote) 317 shares were sold at \$60.66 per share; 200 shares were sold at \$60.67 per share; 200 shares were sold at \$60.68 per share; 200 shares were sold at \$60.69 per share; 300 shares were sold at \$60.70 per share; 300 shares were sold at

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\$60.71 per share; 200 shares were sold at \$60.72 per share; 100 shares were sold at \$60.73 per share; 100 shares were sold at \$60.74 per share; 200 shares were sold at \$60.75 per share; 100 shares were sold at \$60.76 per share; 300 shares were sold at \$60.77 per share; 70 shares were sold at \$60.78 per share; 27 shares were sold at \$60.79 per share.

Weighted average sale price for prices ranging from \$60.85 to \$61.03. 130 shares were sold at \$60.85 per share; 100 shares were sold at

(4) \$60.86 per share; 100 shares were sold at \$60.89 per share; 99 shares were sold at \$60.91 per share; 1 shares were sold at \$60.943 per share; 100 shares were sold at \$61.02 per share; 100 shares were sold at \$61.03 per share.

(5) Effective 5/1/2006 - Non Qualified Stock Options to acquire 50,000 shares of common stock were issued with the following vesting schedules
Shares Vest Date 12,500 5/1/2007 12,500 5/1/2008 12,500 5/1/2009 12,500 5/1/2010 These options expire on 5/1/2012

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

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