

MAXIMUS INC
Form 4
May 21, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Caswell Bruce

(Last) (First) (Middle)

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

(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)
05/19/2014

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)
President - Health Services

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock ⁽¹⁾	05/19/2014		M	8,000	A \$ 8.682	8,001	D
Common Stock	05/19/2014		S	8,000	D \$ 42.43	1	D
Common Stock ⁽¹⁾	05/20/2014		M	8,000	A \$ 8.682	8,001	D
Common Stock ⁽¹⁾	05/20/2014		S	8,000	D \$ 43.06	1	D
	05/21/2014		M	9,000	A	9,001	D

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Common					\$				
Stock ⁽¹⁾					8.683				
Common	05/21/2014		S	9,000	D	\$	42.41	1	D
Stock						<u>(3)</u>			

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 Value of Derivative Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Options ⁽¹⁾	\$ 8.682	05/19/2014		M	8,000	<u>(4)</u>	<u>(4)</u>	Common Stock	8,000
Stock Options ⁽¹⁾	\$ 8.682	05/20/2014		M	8,000	<u>(4)</u>	<u>(4)</u>	Common Stock	8,000
Stock Options ⁽¹⁾	\$ 8.682	05/21/2014		M	9,000	<u>(4)</u>	<u>(4)</u>	Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Caswell Bruce MAXIMUS, INC. ATTN: TREASURY DEPT. 1891 METRO CENTER DRIVE RESTON, VA 20190-5207				President - Health Services

Signatures

David R. Francis: As Attorney-In-Fact for: Bruce
Caswell

05/21/2014

__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) These sales were effected pursuant to Rule 10b5-1 trading plan adopted by the reporting person on March 4, 2014.
Weighted average sales price for prices ranging from \$42.79 to \$43.12. The reporting person will provide full information regarding the
- (2) number of shares purchased or sold at each separate price upon request by the Commission staff, the issuer, or a security holder of the issuer.
Weighted average sales price for prices ranging from \$42.40 to \$42.46. The reporting person will provide full information regarding the
- (3) number of shares purchased or sold at each separate price upon request by the Commission staff, the issuer, or a security holder of the issuer.
Effective 10/18/2005 - Non Qualified Stock Options to acquire 200,000 shares of common stock were issued with the following vesting
- (4) schedules Shares Vest Date 50,000 10/18/2006 50,000 10/18/2007 50,000 10/18/2008 50,000 10/18/2009 These options expire on 10/18/2015

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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