

GREGOIRE DANIEL N

Form 4

March 05, 2013

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
GREGOIRE DANIEL N

2. Issuer Name **and** Ticker or Trading
Symbol
MAGELLAN HEALTH SERVICES
INC [MGLN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

55 NOD ROAD

(Street)

AVON, CT 06001

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2013

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
General Counsel and Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Common Stock, \$0.01 par value	03/03/2013		M ⁽¹⁾	1,124 A \$ 0 ⁽²⁾	5,677	D	
Ordinary Common Stock, \$0.01 par value	03/03/2013		M ⁽³⁾	1,176 A \$ 0 ⁽²⁾	6,853	D	
Ordinary Common	03/03/2013		F ⁽⁴⁾	426 D \$ 52.66	6,427	D	

Stock,							(6)
\$0.01 par							
value							
Ordinary							
Common							
Stock,	03/03/2013		F(4)	389	D	\$	
\$0.01 par						52.66	6,038
value						(6)	D

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 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. De Sec (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(2)</u>	03/03/2013		M <u>(1)</u>	1,124	03/03/2013	<u>(5)</u>	Common Stock	1,124
Restricted Stock Units	\$ 0 <u>(2)</u>	03/03/2013		M <u>(3)</u>	1,176	03/03/2013	<u>(5)</u>	Common Stock	1,176

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GREGOIRE DANIEL N 55 NOD ROAD AVON, CT 06001	General Counsel and Secretary

Signatures

/s/ Daniel N.
Gregoire

03/06/2013

 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) This transaction was effectuated by a one-third vesting of the Restricted Stock Unit Award granted on March 3, 2010. Each Restricted Stock Unit represents a contingent right to receive one share of Magellan common stock. .
- (2) No price was applicable to the acquisition of this security.
This transaction was effectuated by a one-third vesting of the Restricted Stock Unit Award granted on March 3, 2011. Each Restricted
- (3) Stock Unit represents a contingent right to receive one share of Magellan common stock. The remainder of 1,176 shares shall vest on March 3, 2014.
- (4) Represents the portion of shares which the Company determined to settle in cash to pay applicable tax withholding.
- (5) Not applicable.
- (6) Closing price of Magellan stock on NASDAQ on March 4, 2013.

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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