

HUDSON RICHARD W
Form 4
January 07, 2011

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HUDSON RICHARD W

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) (First) (Middle)
3220 TILLMAN DRIVE, SUITE
300

3. Date of Earliest Transaction
(Month/Day/Year)
01/05/2011

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Chief Financial Officer

(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
Person

BENSALEM, PA 19020

(City) (State) (Zip)

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)
Common stock				(A) or (D) Code V Amount (D) Price	12,922 ⁽¹⁾	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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)**

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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. D S (I
				Code	V	(A)	(D)	
Phantom stock	\$ 0 ⁽²⁾	01/05/2011		A		1,030 ⁽³⁾	01/05/2011 ⁽⁴⁾	common stock 1,030
Stock option	\$ 16.11	01/06/2011		A		3,000	01/06/2012 01/06/2021	common stock 3,000
Stock option	\$ 16.11	01/06/2011		A		3,000	01/06/2013 01/06/2021	common stock 3,000
Stock option	\$ 16.11	01/06/2011		A		3,000	01/06/2014 01/06/2021	common stock 3,000
Stock option	\$ 16.11	01/06/2011		A		3,000	01/06/2015 01/06/2021	common stock 3,000
Stock option	\$ 16.11	01/06/2011		A		3,000	01/06/2016 01/06/2021	common stock 3,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HUDSON RICHARD W 3220 TILLMAN DRIVE SUITE 300 BENSALEM, PA 19020	Chief Financial Officer

Signatures

/s/ Richard W.
Hudson 01/07/2011

 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) INCLUDES 1,723 SHARES ISSUED IN 2011 PURSUANT TO 2010 EMPLOYEE STOCK PURCHASE PLAN PARTICIPATION PAYMENTS AT AN OFFERING PRICE OF \$14.20 PER COMMON SHARE.

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- (2) SHARES ISSUED AT CONVERSION RATE OF 1 FOR 1
- (3) ACQUIRED PURSANT TO AN ISSUER CONTRIBUTION UNDER THE HEALTHCARE SERVICES GROUP, INC DEFERRED COMPENSATION PLAN
- (4) SHARES OF PHANTOM STOCK ARE PAYABLE IN KIND FOLLOWING TERMINATION OF THE REPORTING PERSON'S EMPLOYMENT WITH ISSUER

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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