

MAXIMUS INC  
Form 4  
December 12, 2012

**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 \*  
**THOMPSON JAMES R**

(Last) (First) (Middle)

**C/O MAXIMUS INC., 1891  
METRO CENTER DRIVE**

(Street)

**RESTON, VA 20190**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/11/2012**

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)

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	12/11/2012		M	224	A \$ 18.675	224	D
Common Stock	12/11/2012		S	224	D \$ 63.75 (1)	0	D
Common Stock	12/11/2012		M	716	A \$ 17.46	716	D
Common Stock	12/11/2012		S	716	D \$ 63.71 (2)	0	D
Common Stock	12/11/2012		M	242	A \$ 18.85	242	D

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Common Stock	12/11/2012	S	242	D	\$ <u>63.72</u> <sup>(3)</sup>	0	D
Common Stock	12/11/2012	M	222	A	\$ 20.4	222	D
Common Stock	12/11/2012	S	222	D	\$ 63.73	0	D
Common Stock	12/11/2012	M	4,784	A	\$ 17.105	4,784	D
Common Stock	12/11/2012	S	4,784	D	\$ <u>63.69</u> <sup>(4)</sup>	0	D
Common Stock	12/11/2012	M	266	A	\$ 17.105	266	D
Common Stock	12/11/2012	S	266	D	\$ <u>63.7</u> <sup>(5)</sup>	0	D
Common Stock	12/11/2012	M	30,000	A	\$ 17.105	30,000	D
Common Stock	12/11/2012	S	30,000	D	\$ <u>63.93</u> <sup>(6)</sup>	0	D
Common Stock	12/11/2012	M	262	A	\$ 17.35	262	D
Common Stock	12/11/2012	S	262	D	\$ <u>63.71</u> <sup>(7)</sup>	0	D
Common Stock	12/11/2012	M	286	A	\$ 15.925	286	D
Common Stock	12/11/2012	S	286	D	\$ <u>63.69</u> <sup>(5)</sup>	0	D
Common Stock	12/11/2012	M	318	A	\$ 14.33	318	D
Common Stock	12/11/2012	S	318	D	\$ <u>63.69</u> <sup>(5)</sup>	0	D
Common Stock	12/11/2012	M	324	A	\$ 14	324	D
Common Stock	12/11/2012	S	324	D	\$ <u>63.69</u> <sup>(5)</sup>	0	D
Common Stock	12/11/2012	M	312	A	\$ 14.495	312	D
Common Stock	12/11/2012	S	312	D	\$ <u>63.69</u> <sup>(5)</sup>	0	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**

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(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)

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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 18.675	12/11/2012		M	224	09/23/2003	09/23/2013	Common Stock	224
Stock Options	\$ 17.46	12/11/2012		M	716	10/14/2003	10/14/2013	Common Stock	716
Stock Options	\$ 18.85	12/11/2012		M	242	12/10/2003	12/10/2013	Common Stock	242
Stock Options	\$ 20.4	12/11/2012		M	222	01/09/2004	01/09/2014	Common Stock	222
Stock Options	\$ 17.105	12/11/2012		M	4,784	03/18/2004	03/18/2014	Common Stock	4,784
Stock Options	\$ 17.105	12/11/2012		M	266	03/18/2004	03/18/2014	Common Stock	266
Stock Options	\$ 17.105	12/11/2012		M	30,000	03/18/2004	03/18/2014	Common Stock	30,000
Stock Options	\$ 17.35	12/11/2012		M	262	06/22/2004	06/22/2014	Common Stock	262
Stock Options	\$ 14.33	12/11/2012		M	318	08/11/2004	08/11/2014	Common Stock	318
Stock Options	\$ 14	12/11/2012		M	324	08/17/2004	08/17/2014	Common Stock	324
Stock Options	\$ 14.495	12/11/2012		M	312	09/14/2004	09/14/2014	Common Stock	312
Restricted Stock Options <sup>(8)</sup>	\$ 39	12/12/2012		A	39	<u>(9)</u>	<u>(9)</u>	Common Stock	39
Stock Options	\$ 15.925	12/11/2012		M	286	07/19/2004	07/19/2014	Common Stock	286

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMPSON JAMES R C/O MAXIMUS INC. 1891 METRO CENTER DRIVE RESTON, VA 20190	X			

## Signatures

David R. Francis: As Attorney-In-Fact for: James R.  
Thompson

12/12/2012

\*\*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) Weighted average sales price for prices ranging from \$63.69 to \$63.74. The reporting person will provide full information regarding the 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.
  - (2) Weighted average sales price for prices ranging from \$63.70 to \$63.73. The reporting person will provide full information regarding the 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.
  - (3) Weighted average sales price for prices ranging from \$63.69 to \$63.73. The reporting person will provide full information regarding the 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.
  - (4) Weighted average sales price for prices ranging from \$63.66 to \$63.75. The reporting person will provide full information regarding the 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.
  - (5) Weighted average sales price for prices ranging from \$63.64 to \$63.73. The reporting person will provide full information regarding the 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.
  - (6) Weighted average sales price for prices ranging from \$63.64 to \$64.14. The reporting person will provide full information regarding the 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.
  - (7) Weighted average sales price for prices ranging from \$63.68 to \$63.73. The reporting person will provide full information regarding the 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.
  - (8) Each Restricted Stock Unit represents a contingent right to receive one share of common stock.
  - (9) Restricted Stock Units vest based upon the following schedule, subject to deferred vesting for a longer period at the election of individual, as permitted by the terms of the award: Shares Vest Date 0 12/12/2013 0 12/12/2014 39 12/12/2014 Expiration date not applicable to RSUs
  - (10) Reporting person also holds restricted stock units with respect to an additional 58,362.757 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.