

HUDSON RICHARD W
Form 4
September 07, 2012

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 *
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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Former Chief financial Officer

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

3. Date of Earliest Transaction (Month/Day/Year)
09/06/2012

BENSALEM, PA 19020

(City) (State) (Zip)

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

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)		
				Code	V	Amount				(A) or (D)	Price
Common stock	09/06/2012		M			12,257	A	\$ 13.9267	24,839	D	
Common stock	09/06/2012		S			12,257	D	\$ 21.91	12,582	D	
Common stock	09/07/2012		M			5,045	A	\$ 13.9267	17,627	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)

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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. Amount or Number of Shares
Stock option	\$ 13.9267	09/06/2012		M	3,064	01/03/2009 01/03/2018	common stock	3,064
Stock option	\$ 13.9267	09/06/2012		M	3,064	01/03/2010 01/03/2018	common stock	3,064
Stock option	\$ 13.9267	09/06/2012		M	3,064	01/03/2011 01/03/2018	common stock	3,064
Stock option	\$ 13.9267	09/06/2012		M	3,065	01/03/2012 01/03/2018	common stock	3,065
Stock option	\$ 13.9267	09/07/2012		M	1,296	01/03/2009 01/03/2018	common stock	1,296
Stock option	\$ 13.9267	09/07/2012		M	1,296	01/03/2010 01/03/2018	common stock	1,296
Stock option	\$ 13.9267	09/07/2012		M	1,296	01/03/2011 01/03/2018	common stock	1,296
Stock option	\$ 13.9267	09/07/2012		M	1,157	01/03/2012 01/03/2018	common stock	1,157

Reporting Owners

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

Signatures

/s/ Richard W
Hudson

09/07/2012

__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).

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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