

MAGELLAN HEALTH SERVICES INC
 Form 4
 June 15, 2005

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 *
 SHULMAN STEVEN J

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)

3. Date of Earliest Transaction (Month/Day/Year)
 03/26/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

C/O MAGELLAN HEALTH SERVICES, INC., 16 MUNSON ROAD

(Street)

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

FARMINGTON, CT 06032

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Ordinary Common Stock, \$0.01 par value	03/26/2004		A ⁽¹⁾		211 A ⁽²⁾ 83,963 ⁽⁴⁾	D	
Ordinary Common Stock, \$0.01 par value	03/26/2004		A ⁽¹⁾		211 A ⁽³⁾ 83,963 ⁽⁴⁾	D	

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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)

Table with 10 columns: 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 of Derivative Security (Instr. 5), 9. Number of Derivative Securities Beneficially Owned (Instr. 3, 4, and 5).

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHULMAN STEVEN J
C/O MAGELLAN HEALTH SERVICES, INC.
16 MUNSON ROAD
FARMINGTON, CT 06032

X

Chairman and CEO

Signatures

/s/ Steven J. Shulman

06/15/2005

**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) Magellan's Management Compensation Committee on March 26, 2004 approved the grant of these restricted shares to Mr. Shulman as an addition to the grant of restricted shares made to him on January 5, 2004 in connection with the consummation of Magellan's plan of reorganization in order to correct an arithmetic error made in the calculation of the applicable number of restricted shares contemplated to be awarded to him in connection with the consummation of Magellan's plan of reorganization pursuant to his employment agreement with Magellan, which Mr. Shulman and Magellan entered into on January 5, 2004 (as was further discussed in Magellan's Current Report on Form 8-K filed with the Commission on January 6, 2004 with regard to the consummation of the plan of reorganization).
(2) Grant of restricted shares.

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(3) Restricted shares were purchased for \$11.91 per share in cash.

(4) Represents beneficial ownership following this transaction; does not reflect current beneficial ownership.

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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