

POND PETER

Form 4

February 15, 2012

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 *
POND PETER

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/14/2012		M	3,112 A	\$ 14.8 3,112	D	
Common Stock	02/14/2012		S	3,112 D	\$ 44.08 (1) 0	D	
Common Stock	02/14/2012		M	240 A	\$ 15.235 240	D	
Common Stock	02/14/2012		S	240 D	\$ 44.08 (2) 0	D	
Common Stock	02/14/2012		M	240 A	\$ 15.455 240	D	
	02/14/2012		S	240 D	0	D	

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Common Stock						\$ 44.08 (3)		
Common Stock	02/14/2012		M	360	A	\$ 11.55	360	D
Common Stock	02/14/2012		S	360	D	\$ 44.06 (4)	0	D
Common Stock	02/14/2012		M	342	A	\$ 12.175	342	D
Common Stock	02/14/2012		S	342	D	\$ 44.05	0	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. Amount or Number of Shares (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 14.8	02/14/2012		M	3,112	04/04/2002	04/04/2012	Common Stock	3,112
Stock Option	\$ 15.235	02/14/2012		M	240	04/29/2002	04/29/2012	Common Stock	240
Stock Option	\$ 15.455	02/14/2012		M	240	06/05/2002	06/05/2012	Common Stock	240
Stock Option	\$ 11.55	02/14/2012		M	360	07/19/2002	07/19/2012	Common Stock	360
Stock Option	\$ 12.175	02/14/2012		M	342	07/30/2002	07/30/2012	Common Stock	342

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POND PETER	X			

Signatures

David R. Francis: As Attorney-In-Fact for: Peter Pond

02/15/2012

****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 \$44.070 to \$44.082. 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 \$44.080 to \$44.092. 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 \$44.080 to \$44.082. 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 \$44.051 to \$44.060. 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.

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.