

MONTONI RICHARD A

Form 4

May 24, 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 *
MONTONI RICHARD A

(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)
05/24/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	05/22/2012		M		10,000	A	\$ 14.785
Common Stock	05/22/2012		S		10,000	D	\$ 45.93 ⁽²⁾
Common Stock ⁽¹⁾	05/23/2012		M		10,000	A	\$ 14.785
Common Stock	05/23/2012		S		10,000	D	\$ 46.34 ⁽³⁾
Common Stock ⁽¹⁾	05/24/2012		M		10,000	A	\$ 14.785

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Common Stock	05/24/2012	S	10,000	D	\$ 46.268 (4)	282,735.915	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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(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. Pr Deriv Secur (Instr		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 14.785	05/22/2012		M	10,000	(5)	(5)	Common Stock	10,000	\$
Stock Options	\$ 14.785	05/23/2012		M	10,000	(5)	(5)	Common Stock	10,000	\$
Stock Options	\$ 14.785	05/24/2012		M	10,000	(5)	(5)	Common Stock	10,000	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MONTONI RICHARD A C/O MAXIMUS INC 1891 METRO CENTER DRIVE RESTON, VA 20190	CEO

Signatures

David R. Francis: As Attorney-In-Fact for: Richard A
Montoni

05/24/2012

__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) These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 06, 2012.

Weighted average sales price for prices ranging from \$46.05 to \$46.503. The reporting person will provide full information regarding the

(2) 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.

Weighted average sales price for prices ranging from \$45.67 to \$46.30. The reporting person will provide full information regarding the

(3) 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.

Weighted average sales price for prices ranging from \$46.05 to \$46.59. The reporting person will provide full information regarding the

(4) 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.

Effective 6/20/2006 - Non Qualified Stock Options to acquire 451,000 shares of common stock were issued with the following vesting

(5) schedules Shares Vest Date 112,750 6/20/2007 112,750 6/20/2008 112,750 6/20/2009 112,750 6/20/2010 These options expire on 6/20/2012

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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