

MAXIMUS INC  
Form 4  
June 18, 2009

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**THOMPSON JAMES R**

(Last) (First) (Middle)

**C/O WINSTON & STRAWN, 35  
WEST WACKER DRIVE, SUITE  
4600**

(Street)

**CHICAGO, IL 60601**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/16/2009**

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)  | Code  | V  | Amount                            | (D) | Price |

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 required to respond unless the form displays a currently valid OMB control number.**

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price of Derivative |
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-----------|---|--|------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-----------|---|--|------------------------|

Edgar Filing: MAXIMUS INC - Form 4

| Security (Instr. 3)                   | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Security (Instr. 5) |                 |              |                            |      |
|---------------------------------------|--|----------------------|-----------------|--|------------------|------------------|---------------------|-----------------|--------------|----------------------------|------|
|                                       |  |                      | Code            | V  | (A)              | (D)              | Date Exercisable    | Expiration Date | Title        | Amount or Number of Shares |      |
| Restricted Stock Units <sup>(1)</sup> | \$ 38.36                                 | 06/16/2009           | A               |  | 65               |                  | <u>(2)</u>          | <u>(2)</u>      | Common Stock | 65                         | \$ 0 |
| Restricted Stock Units <sup>(1)</sup> | \$ 38.35                                 | 06/17/2009           | A               |  | 130              |                  | <u>(4)</u>          | <u>(4)</u>      | Common Stock | 130                        | \$ 0 |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

THOMPSON JAMES R  
 C/O WINSTON & STRAWN  
 35 WEST WACKER DRIVE, SUITE 4600  
 CHICAGO, IL 60601

X

## Signatures

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

06/18/2009

        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) Each RSU represents a contingent right to receive one share of common stock.

Restricted stock units vest based upon the following schedule, subject to deferred vesting for a longer period at the election of the individual, as permitted by the terms of the award: Shares Vest Date 0 6/16/2010 0 6/16/2011 65 6/16/2012 Expiration date not applicable to RSUs.

(3) Reporting person also holds restricted stock units with respect to an additional 17,465.375 shares of common stock with varying vesting schedules.

Restricted stock units vest based upon the following schedule, subject to deferred vesting for a longer period at the election of the individual, as permitted by the terms of the award: Shares Vest Date 0 6/17/2010 0 6/17/2011 130 6/17/2012 Expiration date not applicable to RSUs.

(5) Reporting person also holds restricted stock units with respect to an additional 17,530.375 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.

## Edgar Filing: MAXIMUS INC - Form 4

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.