MAXIMUS INC Form 4 April 13, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * THOMPSON JAMES R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

MAXIMUS INC [MMS]

(Check all applicable)

(First) C/O WINSTON & STRAWN, 35

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 04/11/2006

X_ Director 10% Owner Officer (give title Other (specify

WEST WACKER DRIVE, SUITE 4600

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CHICAGO, IL 60601

(Instr. 3)

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed Security

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

Reported (A) Transaction(s) or

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(Instr. 3 and 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of 5. 6. Date Exercisable and 7. Title and Amount of 8. Price Derivative (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date** Underlying Securities Derivati Conversion

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(Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)			rities ired r osed) : 3,		(Instr. 3 and 4)		Security (Instr. 5)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit (RSU	\$ 34.4 (1)	04/11/2006		A	73		(2)(3)	<u>(4)</u>	Common Stock	73	\$ 0

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other
THOMPSON JAMES R

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



Signatures

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

04/11/2006

**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
- (2) Restricted Stock Units vest based on the following schedule, subject to deferred vesting for a longer period at the election of the individual, as permited by the terms of the award.
- (3) Shares Vest Date 0 04/11/2007 0 04/11/2008 73 04/11/2009
- (4) Expiration date not applicable to RSU

Of this amount, these shares are restricted and subject to future vesting pursuant to the terms of the grant of restricted stock previously (5) made by th issuer to the reporting person. The reporting person does not have voting or dispositive power over these shares of restricted

(5) made by th issuer to the reporting person. The reporting person does not have voting or dispositive power over these shares of restricted stock.

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.

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