

HEALTHCARE SERVICES GROUP INC
 Form 4
 November 04, 2015

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 *
 McCartney Bryan D

2. Issuer Name and Ticker or Trading Symbol
 HEALTHCARE SERVICES GROUP INC [HCSG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 3220 TILLMAN DRIVE, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/02/2015

____ Director
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

BENSALEM, PA 19020

(City) (State) (Zip)

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

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 | 11/02/2015 | | M | | | 22,500 | A | \$ 10.3867 | 126,248 | D | |
| Common Stock | 11/02/2015 | | S | | | 22,500 | D | \$ 37.17 | 103,748 ⁽¹⁾ | D | |
| Common Stock | 11/02/2015 | | A | | 0 | | A | \$ 0 | 22,798 ⁽¹⁾ | I | Held by minor child |

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

SEC 1474 (9-02)

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 10.3867 | 11/02/2015 | | M | 4,500 | 01/05/2010 01/05/2019 | Common Stock | 4,500 |
| Stock Option (right to buy) | \$ 10.3867 | 11/02/2015 | | M | 4,500 | 01/05/2011 01/05/2019 | Common Stock | 4,500 |
| Stock Option (right to buy) | \$ 10.3867 | 11/02/2015 | | M | 4,500 | 01/05/2012 01/05/2019 | Common Stock | 4,500 |
| Stock Option (right to buy) | \$ 10.3867 | 11/02/2015 | | M | 4,500 | 01/05/2013 01/05/2019 | Common Stock | 4,500 |
| Stock Option (right to buy) | \$ 10.3867 | 11/02/2015 | | M | 4,500 | 01/05/2014 01/05/2019 | Common Stock | 4,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McCartney Bryan D 3220 TILLMAN DRIVE SUITE 300 | | | Executive Vice President | |

BENSALEM, PA 19020

Signatures

/s/ John C. Shea, by Power of
Attorney

11/04/2015

__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) Total Direct and Indirect Beneficial Ownership by Reporting Person is 126,546 shares.

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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