

MAXIMUS INC  
Form 4  
February 08, 2012

**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 \*  
**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)  
02/06/2012

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 Indirect Beneficial Ownership (Instr. 4) |       |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------|---|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |       |   |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |       |   |  |
| Common Stock                    | 02/06/2012                           |  | M                              |   | 3,112   | A  | \$ 14.8   | 3,112 | D |  |
| Common Stock                    | 02/06/2012                           |  | S                              |   | 3,112   | D  | \$ 45.08<br>(1)                                       | 0     | D |  |
| Common Stock                    | 02/06/2012                           |  | M                              |   | 240   | A  | \$ 15.235   | 240   | D |  |
| Common Stock                    | 02/06/2012                           |  | S                              |   | 240   | D  | \$ 45.06<br>(2)                                       | 0     | D |  |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options                              | \$ 14.8  | 02/06/2012                           |  | M                              | 3,112   | 04/04/2002 04/04/2012                                    | Common Stock  | 3,112                         |
| Stock Options                              | \$ 15.235  | 02/06/2012                           |  | M                              | 240   | 04/29/2002 04/29/2012                                    | Common Stock  | 240                           |

## 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: Jams R. Thompson

02/08/2012

\_\_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).

Weighted average sales price for prices ranging from \$45.08 to \$45.082. The reporting person will provide full information regarding the  
(1) 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 \$45.06 to \$45.061. 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.

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