

WAHL Theodore
Form 4
January 04, 2018

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 *
WAHL Theodore

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

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

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2017

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/15/2017 | | G | 1,450 A \$ 49.77 | 115,161 | D | |
| Common Stock | 11/15/2017 | | G | 528 A \$ 49.77 | 85,064 | I | Held by spouse |
| Common Stock | 11/15/2017 | | G | 1,584 A \$ 49.77 | 30,002 | I | Held by minor child |
| Common Stock | 12/29/2017 | | G | 200 D \$ 52.72 | 84,864 ⁽¹⁾ | I | Held by spouse |
| | 01/02/2018 | | A | 637 ⁽²⁾ A | 115,798 | D | |

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| | | | | | | | |
|--------------|------------|--|---|-------|---|----------|--------------------------|
| Common Stock | | | | | | \$ 33.29 | |
| Common Stock | 01/04/2018 | | M | 6,000 | A | \$ 52.06 | 121,798 D |
| Common Stock | 01/04/2018 | | F | 1,710 | D | \$ 52.06 | 120,088 ⁽¹⁾ D |

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.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (right to buy) | \$ 52.06 | 01/04/2018 | | A | 50,000 | ⁽³⁾ 01/04/2028 | Common Stock 50,000 |
| Restricted Stock Units | ⁽⁴⁾ | 01/04/2018 | | A | 30,000 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock 30,000 |
| Restricted Stock Units | ⁽⁴⁾ | 01/04/2018 | | M | 6,000 | ⁽⁶⁾ ⁽⁶⁾ | Common Stock 6,000 |
| Phantom Stock | ⁽⁴⁾ | 01/03/2018 | | A | 715 ⁽⁷⁾ | ⁽⁸⁾ ⁽⁸⁾ | Common Stock 715 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| WAHL Theodore 3220 TILLMAN DRIVE SUITE 300 BENSALEM, PA 19020 | X | | President & CEO | |

Signatures

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

01/04/2018

__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 234,954.
- (2) Acquired by the Reporting Person through participation in the Healthcare Services Group, Inc. Employee Stock Purchase Plan.
- (3) These options shall vest and become exercisable at the rate of 20% annually, commencing on the first anniversary of the January 4, 2018 grant date.
- (4) Shares issued at the conversion rate of 1-for-1.
- (5) These Restricted Stock Units shall vest at the rate of 20% annually, commencing on the first anniversary of the January 4, 2018 grant date.
- (6) These Restricted Stock Units shall vest at the rate of 20% annually, commencing on the first anniversary of the January 4, 2017 grant date.
- (7) Acquired pursuant to an Issuer contribution under the Healthcare Services Group, Inc. Deferred Compensation Plan.
- (8) Shares of Phantom Stock are payable in-kind following termination of the Reporting Person's employment with Issuer.

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.