

MAXIMUS INC
Form 4
June 21, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(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)

06/19/2006

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) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| | | | 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
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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 | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price of Derivative |
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|-----------|--------------------------------------------|-------------------------------------------------|---------------------------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|-----------|--------------------------------------------|-------------------------------------------------|---------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of 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 (RSU) | \$ 29.54 | 06/19/2006 | A | | 85 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 85 | \$ 0 |
| Restricted Stock Units (RSU) ⁽¹⁾ | \$ 29.66 | 06/20/2006 | A | | 84 | | <u>(4)</u> | <u>(4)</u> | Common Stock | 84 | \$ 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: Attorney-In-Fact for: James R. Thompson

06/21/2006

**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) Eash 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
- (2) individual, as permitted by the terms of the award: Shares Vest Date 0 6/19/2007 0 6/19/2008 85 6/19/2009 Expiration date not applicable to RSU's.
- (3) Of this amount, these shares are restricted and subject to future vesting pursuant the terms of the grant of restricted stock previously made by the issuer to the reporting person. The reporting person does not have voting or dispositive power over these shares of restricted stock.
- Restricted stock units vest based upon the following schedule, subject to deferred vesting for a longer period at the election of the
- (4) individual, as permitted by the terms of the award: Shares Vest Date 0 6/20/2007 0 6/20/2008 84 6/20/2009 Expiration date not applicable to RSU's.

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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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