

HMS HOLDINGS CORP

Form 4

March 07, 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 *
MILLER WILLIAM F III

(Last) (First) (Middle)

401 PARK AVENUE SOUTH

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
HMS HOLDINGS CORP [HMSY]

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2006

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)

Chairman of the Board

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)
Common Stock	03/02/2006 ⁽³⁾		M	V Amount (A) or (D) Price 20,000 A \$ 1.31	618,095	D	
Common Stock	03/02/2006 ⁽³⁾		S	20,000 D \$ 8.08	598,095	D	
Common Stock	03/02/2006		M	324,000 A \$ 1.31	922,095	D	
Common Stock	03/02/2006		S	324,000 D \$ 8.08	598,095	D	
Common Stock					3,000	I	Held in Trust for Daughter

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Common Stock	3,000	I	Held in Trust for Son
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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 Am Underlying Sec (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	A N S
Incentive Stock Option (right to buy)	\$ 1.31	03/02/2006		M ⁽³⁾	20,000	01/10/2004	01/10/2011	Common Stock	1
Incentive Stock Option (right to buy)	\$ 2.92					11/04/2005	11/04/2013	Common Stock	3
Incentive Stock Option (right to buy)	\$ 3.41					12/19/2004	12/19/2012	Common Stock	4
Incentive Stock Option (right to buy)	\$ 6.95					⁽¹⁾	04/14/2015	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 2.92					11/04/2004	11/04/2013	Common Stock	6
Non-Qualified Stock Option (right to buy)	\$ 3.41					12/19/2004	12/19/2012	Common Stock	5
Non-Qualified Stock Option (right to buy)	\$ 6.95					⁽²⁾	04/14/2015	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 2.48					12/12/2003	12/12/2011	Common Stock	7

Non-Qualified Stock Option (right to buy)	\$ 2.48					12/12/2003	12/12/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 1.31	03/02/2006	M	324,000	01/10/2004	01/10/2011		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER WILLIAM F III 401 PARK AVENUE SOUTH NEW YORK, NY 10016	X		Chairman of the Board	

Signatures

Thomas G. Archbold for William F. Miller III. Authorized by power of attorney dated October 25, 2004.

03/06/2006

__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) Options vest with 383 vesting on grant date, and 14,388 vesting on each of the next two anniversary dates.

(2) Options vest with 49,617 vesting on grant date, and 35,612 vesting on each of the next two anniversary dates.

(3) Shares purchased pursuant to 10b5-1 plan.

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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