

MONTONI RICHARD A
 Form 4
 May 18, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 MONTONI RICHARD A

(Last) (First) (Middle)

C/O MAXIMUS INC, 11419
 SUNSET HILLS RD

(Street)

RESTON, VA 20190

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 MAXIMUS INC [MMS]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/16/2011

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)
 CEO

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 ⁽¹⁾ | 05/16/2011 | | M | | 8,000 | A | \$ 29.57 |
| Common Stock | 05/16/2011 | | S | | 8,000 | D | \$ 82.47 ⁽²⁾ |
| Common Stock ⁽¹⁾ | 05/17/2011 | | M | | 8,000 | A | \$ 29.57 |
| Common Stock | 05/17/2011 | | S | | 8,000 | D | \$ 81.25 ⁽³⁾ |
| | 05/18/2011 | | M | | 8,000 | A | |

Edgar Filing: MONTONI RICHARD A - Form 4

| | | | | | | | | | |
|-----------------------------|------------|--|---|-------|----|------------|-------|-------------|-------|
| Common Stock ⁽¹⁾ | | | | | \$ | | | | 29.57 |
| Common Stock | 05/18/2011 | | S | 8,000 | D | \$ | 81.23 | 123,255.249 | D |
| | | | | | | <u>(5)</u> | | | |

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.

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|----------------|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price or Value | |
| | | | | | | | | | | | |
| | | | | | | Code | V | (A) | (D) | | |
| Stock Options | \$ 29.57 | 05/16/2011 | | M | 8,000 | <u>(4)</u> | <u>(4)</u> | Common Stock | 8,000 | \$ | |
| Stock Options | \$ 29.57 | 05/17/2011 | | M | 8,000 | <u>(4)</u> | <u>(4)</u> | Common Stock | 8,000 | \$ | |
| Stock Options | \$ 29.57 | 05/18/2011 | | M | 8,000 | <u>(4)</u> | <u>(4)</u> | Common Stock | 8,000 | \$ | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MONTONI RICHARD A C/O MAXIMUS INC 11419 SUNSET HILLS RD RESTON, VA 20190 | | | CEO | |

Signatures

David R. Francis: As Attorney-In-Fact for: Richard A.
Montoni

05/18/2011

__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) These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 18, 2011.
Weighted average sales price for prices ranging from \$81.94 to \$83.18. 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.
Weighted average sales price for prices ranging from \$80.70 to \$81.62. The reporting person will provide full information regarding the
- (3) 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.
- (4) Effective 6/20/2006 - Non Qualified Stock Options to acquire 225,500 shares of common stock were issued with the following vesting schedules
Shares Vest Date 56,375 6/20/2007 56,375 6/20/2008 56,375 6/20/2009 56,375 6/20/2010 These options expire on 6/20/2012
Weighted average sales price for prices ranging from \$80.98 to \$81.70. The reporting person will provide full information regarding the
- (5) 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.

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.