

MAXIMUS INC
Form 4
March 27, 2006

FORM 4

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

OMB APPROVAL

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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 *
POND PETER

(Last) (First) (Middle)

MAXIMUS, INC. ATTN:
TREASURY OPERATIONS, 11419
SUNSET HILLS ROAD

(Street)

RESTON, VA 20190-5207

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/23/2006

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of Derivative | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Pr |
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-----------|---|--|-------|
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-----------|---|--|-------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Secu (Instr. 3) | | | | |
|-----------------------------|--|----------------------|-----------------|---|------------------|------------------|-------------------|-----------------|--------------|----------------------------|----|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock unit (RSU) | \$ 34.5 ⁽¹⁾ | 03/23/2006 | A | | 1,304 | | ⁽²⁾⁽³⁾ | ⁽⁷⁾ | Common Stock | 1,304 | \$ |
| Restricted Stock unit (RSU) | \$ 34.5 ⁽¹⁾ | 03/23/2006 | A | | 73 | | ⁽²⁾⁽⁴⁾ | ⁽⁷⁾ | Common Stock | 73 | \$ |
| Restricted Stock Unit (RSU) | \$ 34.5 ⁽¹⁾ | 03/23/2006 | A | | 73 | | ⁽²⁾⁽⁴⁾ | ⁽⁷⁾ | Common Stock | 73 | \$ |
| Restricted Stock Unit (RSU) | \$ 34.5 ⁽¹⁾ | 03/23/2006 | A | | 2,899 | | ⁽²⁾⁽⁵⁾ | ⁽⁷⁾ | Common Stock | 2,899 | \$ |
| Restricted Stock Unit (RSU) | \$ 34.5 ⁽¹⁾ | 03/23/2006 | A | | 435 | | ⁽²⁾⁽⁶⁾ | ⁽⁷⁾ | Common Stock | 435 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| POND PETER MAXIMUS, INC. ATTN: TREASURY OPERATIONS 11419 SUNSET HILLS ROAD RESTON, VA 20190-5207 | X | | | |

Signatures

David R. Francis: As Attorney In-Fact-For Peter Pond 03/23/2006

⁽¹⁾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) Each RSU represents a contingent right to receive one share of Common Stock

(2)

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Restricted Stock Units vest based on the following schedule, subject to deferred vesting for a longer period at the election of the individual, as permitted by the terms of the award.

- (3) Shares Vest Date 0 03/23/2007 0 03/23/2008 1,304 03/23/2009
- (4) Share Vest Date 0 03/23/2007 0 03/23/2008 73 03/23/2009
- (5) Shares Vest Date 0 03/23/2007 0 03/23/2008 2,899 03/23/2009
- (6) Shares Vest Date 0 03/23/2007 0 03/23/2008 435 03/23/2009
- (7) Expiration Date Not Applicabel to RSU

- Of this amount, these shares are restricted and subject to future vesting pursuant to the terms of the grant of restricted stock previously
- (8) made by the issuerer to the reporting person. The reporting person does not have voting or dispositive power over these shares of restricted stock.

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.