

MAXIMUS INC

Form 4

September 15, 2011

**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  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RUDDY RAYMOND B**

(Last) (First) (Middle)

**C/O MAXIMUS INC, 11419  
SUNSET HILLS ROAD**

(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)  
**09/13/2011**

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             | 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  
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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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number<br>of<br>Derivative | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>of<br>Derivative<br>Security |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|------------------------------------------|
|                                       |                              |                                         |                                         |                        |                               |                                                                |                                                                     |                                          |

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| (Instr. 3)                      | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) |     | (Instr. 3) |                     |                    |                 |                                        |      |
|---------------------------------|------------------------------------|------------------|------------|-----------------------------------------------------------------------------------|-----|------------|---------------------|--------------------|-----------------|----------------------------------------|------|
|                                 |                                    |                  | Code       | V                                                                                 | (A) | (D)        | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |      |
| Restricted<br>Stock Unit<br>(1) | \$ 33.75                           | 09/13/2011       | A          |                                                                                   | 148 |            | (2)                 | (2)                | Common<br>Stock | 148                                    | \$ 0 |
| Restricted<br>Stock Unit<br>(1) | \$ 33.96                           | 09/14/2011       | A          |                                                                                   | 147 |            | (4)                 | (4)                | Common<br>Stock | 147                                    | \$ 0 |

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships |           |         |       |
|-----------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                   | Director      | 10% Owner | Officer | Other |
| RUDDY RAYMOND B<br>C/O MAXIMUS INC<br>11419 SUNSET HILLS ROAD<br>RESTON, VA 20190 |               |           | X       |       |

## Signatures

David R. Francis: As Attorney-In-Fact for: Raymond B. Ruddy  
09/15/2011

\_\_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) Each Restricted Stock Unit represents a contingent right to receive one share of common stock.
- (2) Restricted Stock Units vest based upon the following schedule, subject to deferred vesting for a longer period at the election of individual, as permitted by the terms of the award: Shares Vest Date 0 9/13/2012 0 9/13/2013 148 9/13/2014 Expiration date not applicable to RSUs
- (3) Reporting person also holds restricted stock units with respect to an additional 64,907.758 shares of common stock with varying vesting schedules.
- (4) Restricted Stock Units vest based upon the following schedule, subject to deferred vesting for a longer period at the election of individual, as permitted by the terms of the award: Shares Vest Date 0 9/14/2012 0 9/14/2013 147 9/14/2014 Expiration date not applicable to RSUs
- (5) Reporting person also holds restricted stock units with respect to an additional 65,055.758 shares of common stock with varying vesting schedules.

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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