

POND PETER
Form 4
June 08, 2012

FORM 4

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

OMB APPROVAL

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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 *
POND PETER

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount or Price		
Common Stock	06/06/2012		M		342	D	
Common Stock	06/06/2012		S		\$ 45.23 <u>(1)</u>	D	
Common Stock	06/06/2012		M		362	D	
Common Stock	06/06/2012		S		\$ 45.22	D	
Common Stock	06/06/2012		M		\$ 12.665	D	
Common Stock	06/06/2012		S		\$ 45.22	D	

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Common Stock								
Common Stock	06/06/2012		M	310	A	\$ 13.4	310	D
Common Stock	06/06/2012		S	310	D	\$ 45.21	0	D
Common Stock	06/06/2012		M	294	A	\$ 14.15	294	D
Common Stock	06/06/2012		S	294	D	\$ 45.21	0	D
Common Stock	06/06/2012		M	344	A	\$ 12.085	344	D
Common Stock	06/06/2012		S	344	D	\$ 45.21	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. P... Der... Sec... (Ins...)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 12.16	06/06/2012		M	342	08/21/2002 08/21/2012	Common Stock	342	
Stock Option	\$ 11.5	06/06/2012		M	362	11/13/2002 11/13/2012	Common Stock	362	
Stock Option	\$ 12.665	06/06/2012		M	328	11/20/2002 11/20/2012	Common Stock	328	
Stock Option	\$ 13.4	06/06/2012		M	310	12/19/2002 12/19/2012	Common Stock	310	

Stock Option	\$ 14.15	06/06/2012	M	294	01/15/2003	01/15/2013	Common Stock	294
Stock Option	\$ 12.085	06/06/2012	M	344	02/03/2003	02/03/2013	Common Stock	344

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POND PETER		X		

Signatures

David R. Francis: As Attorney-In-Fact for: Peter Pond 06/08/2012

__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).

Weighted average sales price for prices ranging from \$45.22 to \$45.24. The reporting person will provide full information regarding the (1) 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.

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