

MAXIMUS INC  
Form 4  
September 17, 2015

**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 \*  
THOMPSON JAMES R

(Last) (First) (Middle)

C/O MAXIMUS INC. ATTN:  
TREASURY DEPT, 1891 METRO  
CENTER DRIVE

(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)  
09/15/2015

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 Number | 5. | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price of Derivative |
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|----|---|--|------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|----|---|--|------------------------|

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| Security<br>(Instr. 3)         | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Security<br>(Instr. 5) |      |   |     |     |                     |
|--------------------------------|---|-------------------------|--------------------|---|------------------|------------------|------------------------|------|---|-----|-----|---------------------|
|                                |   |                         |                    |   |                  |                  |                        | Code | V | (A) | (D) | Date<br>Exercisable |
| Common<br>Stock <sup>(1)</sup> | \$ 62.63  | 09/15/2015              | A                  | 40  | <u>(2)</u>       | <u>(2)</u>       | Common<br>Stock        | 40   |   |     |     |                     |
| Common<br>Stock <sup>(1)</sup> | \$ 63.31  | 09/16/2015              | A                  | 39  | <u>(4)</u>       | <u>(4)</u>       | Common<br>Stock        | 39   |   |     |     | \$ 0                |

### Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| THOMPSON JAMES R<br>C/O MAXIMUS INC. ATTN: TREASURY DEPT<br>1891 METRO CENTER DRIVE<br>RESTON, VA 20190 | X             |           |         |       |

### Signatures

David R. Francis: As Attorney-In-Fact for: James R Thompson      09/17/2015

              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.  
 Restricted Stock Units vest based upon the following schedule, subject to deferred vesting for a longer period of the election of the individual, as permitted by the terms of the award: Shares Vest Date 0 09/15/2016 0 09/15/2017 40 09/15/2018 Expiration date not applicable to RSUs
- (3) Reporting person also holds restricted stock units with respect to an additional 133,670 shares of common stock with varying vesting schedules.  
 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 09/16/2016 0 09/16/2017 39 09/16/2018 Expiration date not applicable to RSUs
- (5) Reporting person also holds restricted stock units with respect to an additional 133,710 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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