POND PETER Form 4 June 14, 2012

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

See Instruction

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

SECURITIES

response...

burden hours per

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **POND PETER**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MAXIMUS INC [MMS]

(Check all applicable)

(First) (Middle) (Last)

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

X_ Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

(Instr. 4)

C/O MAXIMUS INC., 1891 METRO CENTER DRIVE

4. If Amendment, Date Original

06/11/2012

Applicable Line)

(Street)

X Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

below)

RETON, VA 20190

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

3. Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A) or

Following Reported Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

4.

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. Number 6. Date Exercisable and Transactionof **Expiration Date** Derivative (Month/Day/Year) Code

7. Title and Amount of 8. Price **Underlying Securities** Deriva (Instr. 3 and 4) Securit

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Secur Acqu (A) or Dispo of (D) (Instr and 5	ired r osed) . 3, 4,					(Instr. 5
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock unit	\$ 45.48	06/12/2012		A	55		<u>(2)</u>	(2)	Common Stock	55	\$ 0
Restricted Stock Unit	\$ 45.5	06/13/2012		A	110		<u>(4)</u>	<u>(4)</u>	Common Stock	110	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
POND PETER C/O MAXIMUS INC. 1891 METRO CENTER DRIVE RETON, VA 20190	X						

Signatures

David R. Francis: As Attorney-In-Fact for: Peter Pond 06/14/2012

**Signature of Reporting Person

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 6/12/2013 0 6/12/2014 55 6/12/2015 Expiration date not applicable to RSUs

Date

- (3) Reporting person also holds restricted stock units with respect to an additional 102,239.431 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 6/13/2013 0 6/13/2014 110 6/13/2015 Expiration date not applicable to RSUs
- (5) Reporting person also holds restricted stock units with respect to an additional 102,294.431 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. 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.

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