

Walker David N
 Form 4
 December 17, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Walker David N

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)
 11419 SUNSET HILLS ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/16/2010

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

RESTON, VA 20190-5207

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/16/2010 | | M | 1,750 A \$ 24.4 | 14,420.245 | D | |
| Common Stock | 12/16/2010 | | S | 1,750 D \$ 66.363 (3) | 12,670.245 | D | |
| Common Stock | 12/16/2010 | | M | 3,200 A \$ 35.09 | 15,870.245 | D | |
| Common Stock | 12/16/2010 | | S | 3,200 D \$ 66.209 (4) | 12,670.245 | D | |

Edgar Filing: Walker David N - Form 4

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 required to respond unless the form displays a currently valid OMB control number.

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 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. Price or Value of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Options | \$ 24.4 | 12/16/2010 | | M | 1,750 | (1) (1) | Common Stock | 1,750 |
| Stock Options | \$ 35.09 | 12/16/2010 | | M | 3,200 | (2) (2) | Common Stock | 3,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Walker David N 11419 SUNSET HILLS ROAD RESTON, VA 20190-5207 | | | CFO | |

Signatures

David R. Francis: As Attorney-In-Fact for: David Walker 12/17/2010

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) Effective 11/18/2002 - Non Qualified Stock Options to acquire 3,500 shares of common stock were issued with the following vesting schedules Shares Vest Date 875 11/18/2003 875 11/18/2004 875 11/18/2005 875 11/18/2006 These options expire on 11/18/2012
- (2) Effective 5/1/2006 - Non Qualified Stock Options to acquire 50,000 shares of common stock were issued with the following vesting schedules Shares Vest Date 12,500 5/1/2007 12,500 5/1/2008 12,500 5/1/2009 12,500 5/1/2010 These options expire on 5/1/2012

Edgar Filing: Walker David N - Form 4

(3) Weighted average sale price for prices ranging from \$66.26 to \$66.64. 898 shares were sold at \$66.26 per share; 200 shares were sold at \$66.32 per share; 100 shares were sold at \$66.38 per share; 16 shares were sold at \$66.40 per share; 100 shares were sold at \$66.47 per share; 100 shares were sold at \$66.51 per share; 1 shares were sold at \$66.54 per share; 208 shares were sold at \$66.57 per share; 100 shares were sold at \$66.59 per share; 27 shares were sold at \$66.64 per share.

(4) Weighted average sale price for prices ranging from \$66.15 to \$66.375. 1652 shares were sold at \$66.15 per share; 200 shares were sold at \$66.16 per share; 300 shares were sold at \$66.205 per share; 200 shares were sold at \$66.26 per share; 348 shares were sold at \$66.27 per share; 100 shares were sold at \$66.325 per share; 200 shares were sold at \$66.37 per share; 200 shares were sold at \$66.375 per share.

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.