

POND PETER
Form 4
February 17, 2011

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2011

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 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 | Price | |
| Common Stock | 02/15/2011 | | M | | 86 | \$ 33.98 | 86 D |
| Common Stock | 02/15/2011 | | S | | 86 | \$ 71.09 | 0 D |
| Common Stock | 02/15/2011 | | M | | 84 | \$ 34.99 | 84 D |
| Common Stock | 02/15/2011 | | S | | 84 | \$ 71.09 | 0 D |
| Common Stock | 02/15/2011 | | M | | 2,568 | \$ 34.29 | 2,568 D |
| Common Stock | 02/15/2011 | | S | | 2,568 | | 0 D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------------------------|----------------------------|---|
| Common Stock | | | | | | \$ 71.224 <u>(1)</u> | |
| Common Stock | 02/15/2011 | M | 143 | A | \$ 34.29 | 143 | D |
| Common Stock | 02/15/2011 | S | 143 | D | \$ 71.09 | 0 | D |
| Common Stock | 02/15/2011 | M | 4,566 | A | \$ 34.29 | 4,566 | D |
| Common Stock | 02/15/2011 | S | 4,566 | D | \$ 71.221 <u>(2)</u> | 0 | D |
| Common Stock | 02/15/2011 | M | 571 | A | \$ 34.29 | 571 | D |
| Common Stock | 02/15/2011 | S | 571 | D | \$ 71.09 | 0 | D |
| Common Stock | 02/15/2011 | M | 2,476 | A | \$ 30.47 | 2,476 | D |
| Common Stock | 02/15/2011 | S | 2,476 | D | \$ 71.221 <u>(3)</u> | 0 | D |
| Common Stock | 02/15/2011 | M | 123 | A | \$ 30.47 | 123 | D |
| Common Stock | 02/15/2011 | S | 123 | D | \$ 71.09 | 0 | D |
| Common Stock | 02/15/2011 | M | 119 | A | \$ 31.41 | 119 | D |
| Common Stock | 02/15/2011 | S | 119 | D | \$ 71.09 | 0 | D |
| Common Stock | 02/15/2011 | M | 172 | A | \$ 35.4 | 172 | D |
| Common Stock | 02/15/2011 | S | 172 | D | \$ 71.09 | 0 | D |
| Common Stock | 02/15/2011 | M | 2,073 | A | \$ 35 | 2,073 | D |
| Common Stock | 02/15/2011 | S | 2,073 | D | \$ 71.221 <u>(4)</u> | 0 | D |
| Common Stock | 02/15/2011 | M | 172 | A | \$ 35 | 172 | D |
| Common Stock | 02/15/2011 | S | 172 | D | \$ 71.09 | 0 | D |

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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.

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options | \$ 33.98 | 02/15/2011 | | M | 86 | 03/11/2005 03/11/2011 | Common Stock | 86 |
| Stock Options | \$ 34.99 | 02/15/2011 | | M | 84 | 03/21/2005 03/21/2011 | Common Stock | 84 |
| Stock Options | \$ 34.29 | 02/15/2011 | | M | 2,568 | 03/22/2005 03/22/2011 | Common Stock | 2,568 |
| Stock Options | \$ 34.29 | 02/15/2011 | | M | 143 | 03/22/2005 03/22/2011 | Common Stock | 143 |
| Stock Options | \$ 34.29 | 02/15/2011 | | M | 4,566 | 03/22/2005 03/22/2011 | Common Stock | 4,566 |
| Stock Options | \$ 34.29 | 02/15/2011 | | M | 571 | 03/22/2005 03/22/2011 | Common Stock | 571 |
| Stock Options | \$ 30.47 | 02/15/2011 | | M | 2,476 | 04/28/2005 04/28/2011 | Common Stock | 2,476 |
| Stock Options | \$ 30.47 | 02/15/2011 | | M | 123 | 04/28/2005 04/28/2011 | Common Stock | 123 |
| Stock Options | \$ 31.41 | 02/15/2011 | | M | 119 | 05/02/2005 05/02/2011 | Common Stock | 119 |
| Stock Options | \$ 35.4 | 02/15/2011 | | M | 172 | 05/11/2001 05/11/2011 | Common Stock | 172 |
| Stock Options | \$ 35 | 02/15/2011 | | M | 2,073 | 05/16/2001 05/16/2011 | Common Stock | 2,073 |
| Stock Options | \$ 35 | 02/15/2011 | | M | 172 | 05/16/2001 05/16/2011 | Common Stock | 172 |

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 02/17/2011

__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) Weighted average sale price for prices ranging from \$71.20 to \$71.28. 200 shares were sold at \$71.20 per share; 100 shares were sold at \$71.205 per share; 768 shares were sold at \$71.21 per share; 400 shares were sold at \$71.215 per share; 400 shares were sold at \$71.235 per share; 400 shares were sold at \$71.24 per share; 200 shares were sold at \$71.25 per share; 100 shares were sold at \$71.28 per share.
- (2) Weighted average sale price for prices ranging from \$71.099 to \$71.29. 166 shares were sold at \$71.099 per share; 100 shares were sold at \$71.16 per share; 34 shares were sold at \$71.165 per share; 166 shares were sold at \$71.17 per share; 100 shares were sold at \$71.19 per share; 100 shares were sold at \$71.195 per share; 100 shares were sold at \$71.20 per share; 100 shares were sold at \$71.205 per share; 1200 shares were sold at \$71.21 per share; 500 shares were sold at \$71.215 per share; 500 shares were sold at \$71.23 per share; 400 shares were sold at \$71.235 per share; 300 shares were sold at \$71.24 per share; 300 shares were sold at \$71.27 per share; 100 shares were sold at \$71.28 per share; 400 shares were sold at \$71.29 per share.
- (3) Weighted average sale price for prices ranging from \$71.20 to \$71.27. 200 shares were sold at \$71.20 per share; 100 shares were sold at \$71.205 per share; 300 shares were sold at \$71.21 per share; 876 shares were sold at \$71.215 per share; 200 shares were sold at \$71.223 per share; 400 shares were sold at \$71.23 per share; 200 shares were sold at \$71.235 per share; 100 shares were sold at \$71.25 per share; 100 shares were sold at \$71.27 per share.
- (4) Weighted average sale price for prices ranging from \$71.19 to \$71.25. 100 shares were sold at \$71.19 per share; 100 shares were sold at \$71.20 per share; 100 shares were sold at \$71.205 per share; 700 shares were sold at \$71.21 per share; 373 shares were sold at \$71.215 per share; 300 shares were sold at \$71.235 per share; 400 shares were sold at \$71.25 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.