

HEALTHCARE SERVICES GROUP INC

Form 4/A

January 06, 2015

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

OMB APPROVAL

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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 *
MCCARTNEY DANIEL P

2. Issuer Name **and** Ticker or Trading
Symbol
HEALTHCARE SERVICES
GROUP INC [HCSG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
3220 TILLMAN DRIVE, SUITE
300

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2014

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chief Executive Officer

(Street)
BENSALEM, PA 19020

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/05/2015

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)
Common Stock	01/05/2015		A	(A) or (D) Amount 7,500 (1) Price \$ 0	2,743,992	D	

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)**

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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)	Amount or Number of Shares
Phantom Stock	\$ 0 ⁽²⁾	12/31/2014		A	1,243 ⁽³⁾	12/31/2014	Common Stock	1,243
Stock Option (right to buy)	\$ 30.3 ⁽⁵⁾	01/05/2015		A	15,000	01/05/2020 ⁽⁶⁾	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCARTNEY DANIEL P 3220 TILLMAN DRIVE SUITE 300 BENSALEM, PA 19020	X		Chief Executive Officer	

Signatures

/s/ John C. Shea, by Power of Attorney
01/06/2015

__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) Represents shares of Restricted Stock Awards granted to the Reporting Person, pursuant to the Healthcare Services Group, Inc. 2012 Equity Incentive Plan.
- (2) Shares issued at conversion rate of 1-for-1 basis.
- (3) Acquired pursuant to an Issuer contribution under the Healthcare Services Group, Inc. Deferred Compensation Plan.
- (4) Shares of Phantom Stock are payable in-kind following termination of the Reporting Person's employment with Issuer.
- (5) The original Form 4, filed on January 5, 2015, incorrectly reported the exercise price of derivative security.
- (6) These options shall vest and become exercisable at the rate of 20% annually, commencing on the first anniversary from the date set forth in Table II, Column 3.

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.