

Walker David N  
 Form 4  
 September 22, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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)  
 09/20/2010

\_\_\_\_ 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                    | 09/20/2010                           |  | M                              |   | 5,500 (1) \$ 35.09  | D  |   |
| Common Stock                    | 09/20/2010                           |  | S                              |   | 5,500 (2) (3) \$ 57.7874  | D  |   |

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)

Edgar Filing: Walker David N - Form 4

**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 Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Stock Options                              | \$ 35.09   | 09/20/2010                           |  | M                              | 5,500   | (4) (4)  | Common Stock  | 5,500                                      |

**Reporting Owners**

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

**Signatures**

David R. Francis: As Attorney-In-Fact for: David Walker  
09/22/2010

*\*\*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) These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 14, 2010. Weighted average sale price for prices ranging from \$57.52 to \$57.99. 400 shares were sold at \$57.52 per share; 200 shares were sold at \$57.58 per share; 100 shares were sold at \$57.62 per share; 100 shares were sold at \$57.63 per share; 100 shares were sold at \$57.64 per share; 200 shares were sold at \$57.66 per share; 100 shares were sold at \$57.69 per share; 200 shares were sold at \$57.70 per share; 100 shares were sold at \$57.71 per share; 100 shares were sold at \$57.72 per share; 100 shares were sold at \$57.73 per share; 380 shares were sold at \$57.75 per share; 300 shares were sold at \$57.76 per share; (continued in following footnote)
- (2) (continued from previous footnote) 100 shares were sold at \$57.77 per share; 420 shares were sold at \$57.78 per share; 380 shares were sold at \$57.80 per share; 100 shares were sold at \$57.81 per share; 26 shares were sold at \$57.83 per share; 200 shares were sold at \$57.90 per share; 100 shares were sold at \$57.92 per share; 100 shares were sold at \$57.936 per share; 100 shares were sold at \$57.95 per share; 100 shares were sold at \$57.954 per share; 200 shares were sold at \$57.96 per share; 300 shares were sold at \$57.97 per share; 600 shares were sold at \$57.98 per share; 394 shares were sold at \$57.99 per share.
- (3) 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
- (4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: Walker David N - Form 4

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.