

HMS HOLDINGS CORP
Form 4
September 28, 2011

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

OMB APPROVAL

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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 *
LUCIA WILLIAM C

(Last) (First) (Middle)

401 PARK AVENUE SOUTH

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HMS HOLDINGS CORP [HMSY]

3. Date of Earliest Transaction
(Month/Day/Year)
09/27/2011

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)
CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 09/27/2011 ⁽¹⁾ | | M | 6,000 A | \$ 2.32 | 261,120 | ⁽²⁾ ⁽³⁾ D |
| Common Stock | 09/27/2011 ⁽¹⁾ | | S | 6,000 D | \$ 25.41 | 255,120 | ⁽²⁾ ⁽³⁾ D |
| Common Stock | 09/27/2011 ⁽¹⁾ | | M | 9,000 A | \$ 3.15 | 264,120 | ⁽²⁾ ⁽³⁾ D |
| Common Stock | 09/27/2011 ⁽¹⁾ | | S | 9,000 D | \$ 25.41 | 255,120 | ⁽²⁾ ⁽³⁾ D |

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

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (Right to Buy) | \$ 2.32 | 09/27/2011 ⁽¹⁾ | | M | 6,000 | 04/14/2005 ⁽⁴⁾ 04/14/2015 | Common Stock |
| Non Qualified Stock Option (Right to Buy) | \$ 3.15 | 09/27/2011 ⁽¹⁾ | | M | 9,000 | 05/04/2006 ⁽⁵⁾ 05/04/2016 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LUCIA WILLIAM C 401 PARK AVENUE SOUTH NEW YORK, NY 10016 | | | CEO | |

Signatures

William C.
Lucia 09/28/2011

**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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 4, 2011.
- (2)

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Of which 31,980 are restricted stock awards granted on February 19, 2009 pursuant to the Third 2006 Amended and Restated Stock Plan (the "2006 Stock Plan") and 18,262 are restricted stock units granted on February 17, 2011 pursuant to the 2006 Stock Plan.

The Company declared a three-for-one stock split of the Company's common shares, to be effected in the form of a common stock dividend. As a result, on August 16, 2011, the reporting person received two additional shares of common stock for each share of common stock held on July 22, 2011.

- (3) Dividend. As a result, on August 16, 2011, the reporting person received two additional shares of common stock for each share of common stock held on July 22, 2011.
- (4) Date shown is grant date. Options vested in one third increments with one third having vested on the grant date and one third having vested on each of the following two anniversary dates.
- (5) Date shown is the date of grant. Options vested in one quarter increments annually beginning on the first anniversary date of grant.
- (6) Only represents the derivative securities in this class.

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

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