

HOLSTER ROBERT M
Form 4
August 06, 2012

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 *
HOLSTER ROBERT M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
401 PARK AVENUE SOUTH

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2012

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

NEW YORK, NY 10016

(City) (State) (Zip)

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

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	08/03/2012		A	V Amount \$ 45,000 (A) or (D) 7.9966	230,328 ⁽¹⁾ ₍₂₎	D	
Common Stock	08/03/2012		D	V Amount \$ 45,000 (A) or (D) 34.72	185,328 ⁽¹⁾ ₍₂₎	D	
Common Stock					200,000 ⁽³⁾	I	By Irrevocable Trust
Common Stock					6,000	I	Held by Spouse

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)

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
Non Qualified Stock Option (Right to Buy)	\$ 7.9966	08/03/2012		M	45,000	10/01/2008 ⁽⁴⁾ 09/30/2015	Common Stock	45,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLSTER ROBERT M 401 PARK AVENUE SOUTH NEW YORK, NY 10016		X		

Signatures

Robert M. Holster
08/06/2012
**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 shares include 5,555 restricted stock units (RSUs) which were granted on October 1, 2011. This grant vests quarterly, with the first quarter vesting on December 31, 2011. These RSUs have been deferred by the Reporting Person under the Issuer's Director Deferred Compensation Plan and will be settled in shares of the Issuer's common stock upon termination of the Reporting Person's service as a director of the Issuer.
- (2) These shares include 2,799 restricted stock units (RSUs) which were granted on October 1, 2010. This grant vested quarterly, with the first quarter vesting on December 31, 2010. These RSUs have been deferred by the Reporting Person under the Issuer's Director Deferred

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Compensation Plan and will be settled in shares of the Issuer's common stock upon termination of the Reporting Person's service as a director of the Issuer.

These shares are held in an irrevocable trust for the benefit of the reporting person's children and grandchildren. The reporting person's

- (3) spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Date shown is grant date. Fifty percent of these options vested annually in one-third increments over a period of three years commencing

- (4) on December 31, 2008. The remaining fifty percent, or 45,000, vested on December 31, 2010 based on the Issuer's achievement of certain pre-defined performance criteria and the Reporting Person's satisfaction of certain service conditions.

- (5) Only represents the derivative securities of 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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