## Edgar Filing: HMS HOLDINGS CORP - Form 4

	INGS CORP									
Form 4 November 19	0 2012									
									PROVAL	
FORM	<b>4</b> UNITED S	STATES SE	CURITIES A Washington			NGE C	OMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1		IGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: January 31 2009 Estimated average burden hours per			
Form 4 or Form 5 obligation may cont <i>See</i> Instru 1(b).	Filed purs ns Section 17(a	a) of the Publ	· · ·	ding Con	npany	Act of	e Act of 1934, 1935 or Section 0	response	0.5	
(Print or Type F	Responses)									
Nustad Cynthia Symbol			Issuer Name <b>and</b> nbol <b>AS HOLDINC</b>			0	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Month/I			Date of Earliest Tr onth/Day/Year) /18/2013	-			Director	_ Director 10% Owner _ Officer (give title Other (specify		
			f Amendment, Da ed(Month/Day/Year	-	l		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
IRVING, T	X 75038						Form filed by M Person			
(City)	(State)	(Zip)	Table I - Non-I	Derivative	Securi	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Dat any	Code Year) (Instr. 8)	4. Securi on(A) or Di (Instr. 3, Amount	sposed 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Common Stock	11/18/2013		S	667	D	\$ 22.03	24,185 <u>(1)</u>	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.

 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)	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	(Month/Day/Year) ivative urities quired or posed D)		Amou Under Secur	le and unt of rlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
		Code V	4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Addre	SS	Relationships						
	Director	10% Owner	Officer	Other				
Nustad Cynthia 5615 HIGH POINT DRIVE IRVING, TX 75038			CIO					
Signatures								
/s/ Cynthia Nustad	11/19/2013							
<u>**</u> Signature of	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).

Includes 17,397 restricted stock units (RSUs) granted on February 27, 2013, which vest annually in 25% increments commencing on the second anniversary of the grant date provided the issuer achieves certain pre-defined performance conditions. Also includes: (i) 2,249 RSUs granted on October 5, 2012 and (ii) 5,206 RSUs granted on October 1, 2011.

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.

Reporting Person