HMS HOLDINGS CORP

Form 4 January 03, 2014

FORM 4

Check this box

if no longer

Section 16.

subject to

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

OMB

3235-0287 Number: January 31,

Expires: 2005 Estimated average

0.5

OMB APPROVAL

burden hours per response...

5 D 1 (* 1 * CD - (* D - () (

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

12/31/2013

(Print or Type Responses)

1 Name and Address of Departing D

1. Name and A Marshall Ed	Symbol	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) (N	Middle) 3. Date	3. Date of Earliest Transaction				11				
5615 HIGH	•	(Month/Day/Year) 12/31/2013				Director 10% Owner Selow) Other (give title below) Other (specify below) General Counsel					
	4. If Ar	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check					
IRVING, T		(7:5)	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person quired, Disposed of, or Beneficially Owned				
(City)	(State)	Ta	ble I - Non-D	erivative S	Securit	ties Acq	quired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securit on(A) or Di (D) (Instr. 3,	sposed	l of	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	rinount	(1)	1 1100					

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

F

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

 $6,700^{(1)}$

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

116

Edgar Filing: HMS HOLDINGS CORP - Form 4

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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	t of ying es	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Marshall Edith S

5615 HIGH POINT DRIVE General Counsel

IRVING, TX 75038

Signatures

/s/ Edith S. 01/03/2014 Marshall

**Signature of Date
Reporting Person

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) Includes (i) 2,783 restricted stock units (RSUs) granted on February 27, 2013, (ii) 2,002 RSUs granted on May 2, 2012, (iii) 726 RSUs granted on October 1,2011 and (iv) 1,189 RSUs granted on October 5, 2012.

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 Owners 2