HMS HOLDINGS CORP

Form 4

January 04, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

OMB APPROVAL

10% Owner

burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Donabauer Joseph M

2. Issuer Name and Ticker or Trading Symbol

HMS HOLDINGS CORP [HMSY]

Issuer

5. Relationship of Reporting Person(s) to

(Last)

(City)

(Instr. 3)

(First)

(Street)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 12/31/2010

(Check all applicable)

__X__ Other (specify Officer (give title below) below)

VP and Controller

401 PARK AVENUE SOUTH

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X 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

NEW YORK, NY 10016

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

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.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year	(Instr.	8)	Acquire (A) or Dispose (D) (Instr. 3 and 5)	d of					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Option (Right to	\$ 28.46	12/31/2010		A		5,000 (1)		10/29/2007(2)	09/30/2012	Common Stock	5,000 (1)

Reporting Owners

Reporting Owner Name / Address			Relationships
	D' .	1000	0.00

Director 10% Owner Officer Other

Donabauer Joseph M 401 PARK AVENUE SOUTH NEW YORK, NY 10016

VP and Controller

Signatures

Joseph M.

Buy)

Donabauer 01/04/2010

**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).

On October 1, 2007, the Reporting Person was granted an option to purchase an aggregate of 10,000 shares of common stock, which was reported on a Form 4 filed on November 16, 2007. Fifty percent of the options vested annually in 1/3 increments over a period of three

- (1) years commencing on December 31, 2008. The remaining 50%, or 5,000 shares, vested on December 31, 2010 based on the Issuer's achievement of certain pre-defined performance criteria and the Reporting Persons satisfaction of certain service conditions. The reported acquisition is the vesting of the performance-related portion of the option.
- Date shown is the date of grant. Fifty percent of the options vested annually in 1/3 increments over a period of three years commencing (2) on December 31, 2008. The remaining 50%, or 5,000 shares, vested on December 31, 2010 based on the Issuer's achievement of certain pre-defined performance criteria and the Reporting Persons satisfaction of certain service conditions.
- (3) 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. 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.

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