

HMS HOLDINGS CORP
Form 4/A
January 20, 2011

FORM 4

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

OMB APPROVAL

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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 *
Donabauer Joseph M

(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)
01/20/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
01/04/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
VP and Controller

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/31/2010		A		46 ⁽¹⁾ \$ 0	D	
Common Stock	12/31/2010		F		27 D \$ 65.29	D	
Common Stock					331 ⁽²⁾	D	

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

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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)	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)	8. P... Derr... Secu... (Inst... Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽³⁾	12/31/2010		D	73	10/01/2009 ⁽⁴⁾ ⁽⁵⁾	Common Stock	73

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Donabauer Joseph M 401 PARK AVENUE SOUTH NEW YORK, NY 10016			VP and Controller	

Signatures

/s/ Joseph M. Donabauer 01/20/2011

 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) See footnote 2. These shares represent the restricted stock units (RSUs) which vested on December 31, 2010, less the shares that were withheld for tax purposes.
Includes (i) restricted stock units (RSUs) granted on Oct. 1, 2009 which were previously reported on the Form 3 filed on August 3, 2010 (Table II), and (ii) RSUs granted on Oct. 1, 2010 which were previously reported on the Form 4 filed on October 5, 2010 (Table II). The 2009 grant was for an aggregate of 438 RSUs which vest as follows: 50% of initial grant (or 219 RSUs) vest in 1/3 increments over three years commencing on December 31, 2010. The remaining 50% (or 219 PSUs) vests on December 31, 2013 provided certain predefined performance and service conditions are satisfied. The 2010 grant was for an aggregate of 316 RSUs, which vest as follows: 50% of initial grant (or 158 RSUs) vest in 1/3 increments over three years commencing on December 31, 2011. The remaining 50% (or 158 PSUs) vests on December 31, 2014 provided certain predefined performance and service conditions are satisfied. The PSUs are not included on this Table 1.

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- (3) The restricted stock units were granted pursuant to the 2006 Amended and Restated Stock Option Plan. Each restricted unit represents a contingent right to receive one share of common stock.
- (4) Date shown is grant date.
- (5) Restricted stock units do not have an expiration date.
- (6) Only represents the derivative securities of this class. Hereinafter, these RSUs will be reported on Table I.

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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