

HMS HOLDINGS CORP
Form 4
May 24, 2007

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 *
LUCIA WILLIAM C

(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)
05/23/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	05/23/2007		M		100 A \$ 6.32 6,794	D	
Common Stock	05/23/2007		F		100 D \$ 21 6,694	D	
Common Stock	05/24/2007		M		7,400 A \$ 6.32 14,094	D	
Common Stock	05/24/2007		F		7,400 D \$ 20.35 6,694	D	

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

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(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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Incentive Stock Option (right to buy)	\$ 2.92					(1) 11/04/2013	Common Stock	16,	
Incentive Stock Option (right to buy)	\$ 3.41					(1) 12/19/2012	Common Stock	29,	
Incentive Stock Option (right to buy)	\$ 6.44					11/13/2003 11/13/2008	Common Stock	18,	
Non-Qualified Stock Option (right to buy)	\$ 1.74					10/31/2004 07/31/2011	Common Stock	40,	
Non-Qualified Stock Option (right to buy)	\$ 2.48					(1) 12/12/2011	Common Stock	11,	
Non-Qualified Stock Option (right to buy)	\$ 2.92					(1) 11/04/2013	Common Stock	33,	
Non-Qualified Stock Option (right to buy)	\$ 3.41					(1) 12/19/2012	Common Stock	70,	
Non-Qualified Stock Option (right to buy)	\$ 6.44					11/13/2003 11/13/2008	Common Stock	11,	
Incentive Stock Option (right to buy)	\$ 6.95					(1) 04/14/2015	Common Stock	36,	

Non-Qualified Stock Option (right to buy)	\$ 6.95					<u>(1)</u>	04/14/2015	Common Stock	88,
Incentive Stock Option (right to buy)	\$ 9.44					<u>(2)</u>	05/04/2016	Common Stock	31,
Non-Qualified Stock Option (right to buy)	\$ 9.44					<u>(2)</u>	05/04/2016	Common Stock	50,
Non-Qualified Stock Option (right to buy)	\$ 10.98					<u>(2)</u>	06/26/2016	Common Stock	117
Incentive Stock Option (right to buy)	\$ 2.48					<u>(1)</u>	12/12/2011	Common Stock	8,3
Incentive Stock Option (right to buy)	\$ 6.32	05/23/2007		M	100	11/24/2000	11/24/2007	Common Stock	7,5
Incentive Stock Option (right to buy)	\$ 6.32	05/24/2007		M	7,400	11/24/2000	11/24/2007	Common Stock	7,4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUCIA WILLIAM C 401 PARK AVENUE SOUTH NEW YORK, NY 10016			President and COO	

Signatures

William C.
Lucia

05/24/2007

**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) Options will vest in 1/3 increments, with 1/3 vesting on the grant date and 1/3 vesting on each of the next two anniversary dates.

(2) Options will vest in 25% increments, with 1/4 vesting on each anniversary date beginning on the first anniversary.

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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