HMS HOLDINGS CORP

Form 4

December 05, 2008

FORM 4

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

OMB Number: 3235

Expires:

OMB APPROVAL

Check this box if no longer subject to ST

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 January 31,

2005

Section 16. Form 4 or Form 5 obligations SECURITIES SECURITIES

Estimated average burden hours per response... 0.5

obligations may continue. *See* Instruction

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 esponse... (

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * NEAL WILLIAM W			Symbol	d Ticker or Trading GS CORP [HMSY]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction		(Check all applicable)		
401 PARK AVENUE SOUTH			(Month/Day/Year) 12/04/2008			tle 10% Owner below)	
(Street)			4. If Amendment, D	ate Original	6. Individual or Joint/Group Filing(Check		
NEW YOR	K, NY 10016		Filed(Month/Day/Yea	ır)	Applicable Line) _X_ Form filed by Or Form filed by Mo Person	ne Reporting Person ore than One Reporting	
(City)	(State)	(Zip)	Table I - Non-	Derivative Securities Acq	quired, Disposed of,	or Beneficially Owned	
1.Title of	2. Transaction	Date 2A. Deer	ned 3.	4. Securities Acquired	5. Amount of	6. Ownership 7. Nature	

(City)	(State)	Table	e I - Non-D	erivative S	Secur	ities Acq	uired, Disposed o	f, or Beneficial	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Di	spose	d of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common	12/04/2008(2)		S	5,000	D	\$	68,890	ĭ	Held by
Stock (1)	12/04/2000		5	3,000	ע	28.33	00,070	1	Spouse (1)

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

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SEC 1474

(9-02)

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

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exercisal Expiration Date		7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month Day/ Teal)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Yea e	ar)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Ex Exercisable Da	•	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting Owner France / Francess	Director	10% Owner	Officer	Other		
NEAL WILLIAM W 401 PARK AVENUE SOUTH NEW YORK, NY 10016	X					

Signatures

Walter D. Hosp for William W. Neal by Power of Attorney 12/05/2008

**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) These shares are held by the spouse of the reporting individual. The reporting individual disclaims beneficial ownership.
- (2) The sales reported on this Form 4 were affected pursuant to a Rule 10b5-1 sales plan adopted by William W. Neal on May 27, 2008.

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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