HMS HOLDINGS CORP

Form 4

February 05, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LUCIA WILLIAM C			Symbol		d Ticker or Trading GS CORP [HMSY]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date o	f Earliest T	Fransaction	(Check all applicable)		
401 PARK	AVENUE SO	UTH	(Month/I 02/04/2	Day/Year) 2009		X Officer (give below)	e title Other below) ident and COO	er (specify
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check		
			Filed(Mo	nth/Day/Ye	ar)	Applicable Line) _X_ Form filed by 0	1 0	
NEW YOR	K, NY 10016					Form filed by N Person	Nore than One Re	porting
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction I (Month/Day/Ye				4. Securities Acquired ior(A) or Disposed of (D)	5. Amount of Securities	6. Ownership	7. Nature Indirect

		1401	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiently Owned						
1.Title of Security	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D)			5. Amount of 6. Securities Ownership		7. Nature of Indirect		
(Instr. 3)	•	any	Code	(Instr. 3,	and 5	5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/04/2009(1)		M	12,000	A	\$ 3.41	34,694	D	
Common Stock	02/04/2009(1)		S	12,000	D	\$ 32.51	22,694	D	

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

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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)	TransactionDerivative Exp Code Securities (M		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Incentive Stock Option (Right to Buy)	\$ 3.41	02/04/2009		M	12,000	12/19/2002(2)	12/19/2012	Common Stock	12,00

Reporting Owners

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

Signatures

Walter D. Hosp by Power of Attorney for William C.
Lucia 02/05/2009

**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) Transaction pursuant to 10b5-1 Plan
- (2) Date shown is grant date. Options vested in one third increments with one third having vested on the grant date and one third having vested on each of the following two anniversary dates.
- (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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