

MAGELLAN HEALTH SERVICES INC
 Form 4
 June 22, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
LERER RENE

2. Issuer Name and Ticker or Trading Symbol
MAGELLAN HEALTH SERVICES INC [MGLN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
16 MUNSON ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/20/2005

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

FARMINGTON, CT 06032

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Ordinary Common Stock, \$0.01 par value | 06/20/2005 | | X ⁽¹⁾ | 29,132 A | \$ 11.91 77,181 ⁽⁴⁾ | D | |
| Ordinary Common Stock, \$0.01 par value | 06/20/2005 | | X ⁽¹⁾ | 13,790 A | \$ 10.43 90,971 ⁽⁵⁾ | D | |
| Ordinary Common | 06/20/2005 | | S ⁽¹⁾ | 15,000 D | \$ 34.26 75,971 | D | |

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Stock,
\$0.01 par
value

Ordinary
Common

| | | | | | | | | |
|---------------------|------------|------------------------|-------|---|----|--------|--------|---|
| Stock, | 06/20/2005 | <u>S⁽¹⁾</u> | 6,300 | D | \$ | 34.303 | 69,671 | D |
| \$0.01 par value | | | | | | | | |

Ordinary
Common

| | | | | | | | | |
|---------------------|------------|------------------------|--------|---|----|--------|--------|---|
| Stock, | 06/20/2005 | <u>S⁽¹⁾</u> | 15,000 | D | \$ | 34.327 | 54,671 | D |
| \$0.01 par value | | | | | | | | |

Ordinary
Common

| | | | | | | | | |
|---------------------|------------|------------------------|--------|---|----|--------|--------|---|
| Stock, | 06/20/2005 | <u>S⁽¹⁾</u> | 15,000 | D | \$ | 34.223 | 39,671 | D |
| \$0.01 par value | | | | | | | | |

Ordinary
Common

| | | | | | | | | |
|---------------------|------------|------------------------|--------|---|----|--------|--------|---|
| Stock, | 06/20/2005 | <u>S⁽¹⁾</u> | 25,000 | D | \$ | 34.351 | 14,671 | D |
| \$0.01 par value | | | | | | | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 11.91 | 06/20/2005 | | <u>X⁽¹⁾</u> | 29,132 | 01/05/2005 | 01/05/2014 | Ordinary Common Stock | 29,132 |

| | | | | | | | | |
|--------------------------------------|----------|------------|---|--------|------------|------------|-----------------------------|--------|
| Stock Option (right to buy) | \$ 10.43 | 06/20/2005 | X | 13,790 | 01/05/2005 | 01/05/2014 | Ordinary Common Stock | 13,790 |
|--------------------------------------|----------|------------|---|--------|------------|------------|-----------------------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| LERER RENE 16 MUNSON ROAD FARMINGTON, CT 06032 | X | | President & COO | |

Signatures

/s/ Rene Lerer 06/22/2005

__Signature of Date
Reporting Person

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) This transaction was effectuated pursuant to a Rule 10b-5-1 plan and, accordingly, not on a discretionary basis by the reporting person.
- (2) Not applicable.
- (3) The remainder of 165,201 options will vest in increments of one half on January 5, 2006 and 2007.
- (4) Includes 48,049 shares of stock owned prior to current transaction
- (5) Includes 48049 shares of stock owned prior to this transaction as well as 29,132 shares acquired as part of transaction reported above on Line 1.
- (6) Total number of shares exercisable on 1/5/05 were 123,901 shares of which 13,790 have been exercised. There are currently 110,111 shares available for exercise. The remainder of 247,802 options will vest in increments of one half on January 5, 2006 and 2007.

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.