

POND PETER
Form 4
February 15, 2011

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 *
POND PETER

2. Issuer Name and Ticker or Trading Symbol
MAXIMUS INC [MMS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2011

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

(Street)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/14/2011 | | M | | 9,000 A \$ 36.91 | 9,000 | D |
| Common Stock | 02/14/2011 | | S | | 9,000 D \$ 71.228 (1) | 0 | D |
| Common Stock | 02/14/2011 | | M | | 172 A \$ 36.91 | 172 | D |
| Common Stock | 02/14/2011 | | S | | 72 D \$ 71.24 | 100 | D |
| Common Stock | 02/14/2011 | | S | | 100 D \$ 71.26 | 0 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|-------|---|
| Common Stock | 02/14/2011 | M | 172 | A | \$ 35.82 | 172 | D |
| Common Stock | 02/14/2011 | S | 172 | D | \$ 71.18 | 0 | D |
| Common Stock | 02/14/2011 | M | 1,500 | A | \$ 32.15 | 1,500 | D |
| Common Stock | 02/14/2011 | S | 1,500 | D | \$ 71.235 | 0 | D |

\$
71.235 0
(2)

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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options | \$ 36.91 | 02/14/2011 | | M | 9,000 | <u>(3)</u> <u>(3)</u> | Common Stock | 9,000 |
| Stock Options | \$ 36.91 | 02/14/2011 | | M | 172 | 03/05/2001 03/05/2011 | Common Stock | 172 |
| Stock Options | \$ 35.82 | 02/14/2011 | | M | 172 | 03/06/2001 03/06/2011 | Common Stock | 172 |
| Stock Options | \$ 32.15 | 02/14/2011 | | M | 1,500 | 03/28/2001 03/28/2011 | Common Stock | 1,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | | |

POND PETER

Signatures

David R. Francis: As Attorney-In-Fact for: Peter
Pond

02/15/2011

__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).

Weighted average sale price for prices ranging from \$71.15.00 to \$71.38. 100 shares were sold at \$71.15 per share; 200 shares were sold at \$71.16 per share; 772 shares were sold at \$71.17 per share; 517 shares were sold at \$71.18 per share; 428 shares were sold at \$71.19 per share; 251 shares were sold at \$71.20 per share; 1215 shares were sold at \$71.21 per share; 539 shares were sold at \$71.22 per share; (1) 1359 shares were sold at \$71.23 per share; 800 shares were sold at \$71.24 per share; 1117 shares were sold at \$71.25 per share; 400 shares were sold at \$71.26 per share; 200 shares were sold at \$71.27 per share; 102 shares were sold at \$71.28 per share; 300 shares were sold at \$71.29 per share; 400 shares were sold at \$71.30 per share; 200 shares were sold at \$71.31 per share; 9 shares were sold at \$71.36 per share; 91 shares were sold at \$71.38 per share.

(2) Weighted average sale price for prices ranging from \$71.17 to \$71.30. 100 shares were sold at \$71.17 per share; 100 shares were sold at \$71.20 per share; 300 shares were sold at \$71.21 per share; 100 shares were sold at \$71.23 per share; 400 shares were sold at \$71.24 per share; 300 shares were sold at \$71.25 per share; 100 shares were sold at \$71.28 per share; 100 shares were sold at \$71.30 per share.

(3) Effective 3/5/2001 - Non Qualified Stock Options to acquire 15,000 shares of common stock were issued with the following vesting schedules Shares Vest Date 5,000 3/5/2001 5,000 3/5/2002 5,000 3/5/2003 These options expire on 3/5/2011

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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