

Caswell Bruce
 Form 4
 September 06, 2017

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 *
 Caswell Bruce

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)
 C/O MAXIMUS INC. ATTN:
 TREASURY DEPT, 1891 METRO
 CENTER DRIVE

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/31/2017

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

(Street)
 RESTON, VA 20190-5207

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock ⁽²⁾ | 09/05/2017 | | M | 8,000 | A \$ 11.55 | 35,904 | D |
| Common Stock | 09/05/2017 | | S | 8,000 | D \$ 60.23 ⁽³⁾ | 27,904 | D |

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

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SEC 1474
 (9-02)

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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) | 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 |
| Dividend Equivalent Rights | <u>(1)</u> | 08/31/2017 | | A | 77.177 | <u>(1)</u> | <u>(1)</u> | Common Stock | 77.177 |
| Common Stock <u>(2)</u> | \$ 11.55 | 09/05/2017 | | M | 8,000 | <u>(4)</u> | <u>(4)</u> | Common Stock | 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------------------|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Caswell Bruce C/O MAXIMUS INC. ATTN: TREASURY DEPT 1891 METRO CENTER DRIVE RESTON, VA 20190-5207 | | | President | |

Signatures

David R. Francis: As Attorney-In-Fact for: Bruce Caswell
Date: 09/06/2017

__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) Dividend equivalent rights accrued on previously-awarded restricted stock units ("RSU") which vest proportionately with the RSUs to which they relate. Each dividend equivalent right is the economic equivalent of one share of MAXIMUS common stock.
- (2) These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 16, 2017.
Weighted average sales price for prices ranging from \$60.15 to \$60.30. The reporting person will provide full information regarding the
- (3) number of shares purchased or sold at each separate price upon request by the Commission staff, the issuer, or a security holder of the issuer.
- (4) These options were part of an award made on 10/18/2007 which vested on 10/18/2008, 10/18/2009, 10/18/2010, 10/18/2011 and 10/18/2012. The options were scheduled to expire on 10/18/2017.

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.