

MAGELLAN HEALTH SERVICES INC

Form 4

June 20, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rubin Jonathan N

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)

3. Date of Earliest Transaction

(Month/Day/Year)

06/18/2014

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

Chief Financial Officer

55 NOD ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

AVON, CT 06001

(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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Common Stock, \$0.01 par value	06/18/2014		X ⁽¹⁾	7,897 A \$ 47.46	24,279	D	
Ordinary Common Stock, \$0.01 par value	06/18/2014		X ⁽¹⁾	11,535 A \$ 49.1	35,814	D	
Ordinary Common Stock, \$0.01 par value	06/18/2014		X ⁽¹⁾	6,906 A \$ 40.68	42,720	D	

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Stock,
\$0.01 par
value

Ordinary
Common

Stock,	06/18/2014	X ⁽¹⁾	9,558	D	\$ 42.75	52,278	D
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\$0.01 par
value

Ordinary
Common

Stock,	06/18/2014	S ⁽¹⁾	35,896 <u>(4)</u>	D	\$ 62.7901 <u>(4)</u>	16,382	D
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\$0.01 par
value

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)

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 Option (right to buy)	\$ 47.46	06/18/2014		X ⁽¹⁾	7,897	⁽⁵⁾ 03/05/2022	Common	7,897
Stock Option (right to buy)	\$ 49.1	06/18/2014		X ⁽¹⁾	11,535	⁽²⁾ 03/03/2021	Common	11,535
Stock Option (right to buy)	\$ 40.68	06/18/2014		X ⁽¹⁾	6,796	⁽²⁾ 10/01/2018	Common	6,796
Stock Option	\$ 42.75	06/18/2014		X ⁽¹⁾	9,558	⁽²⁾ 03/03/2020	Common	9,558

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rubin Jonathan N 55 NOD ROAD AVON, CT 06001			Chief Financial Officer	

Signatures

/s/ Jonathan N.
Rubin

06/20/2014

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) This transaction was effectuated pursuant to a Rule 10b5-1 Plan.
- (2) All of the stock options in this tranche have vested in full.
- (3) Not applicable.

- (4) The number of securities reported represents an aggregate number of shares sold in multiple open market transactions at prices ranging from \$62.14 to \$63.0250, inclusive. The price reported represents the weighted average price. The Reporting Person undertakes to provide the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares sold by the Reporting Person at each separate price within the range.
- (5) Of the 48,839 options remaining in this tranche, 27,569 options have vested and are currently exercisable. The remainder of 21,270 shares shall vest on 3/5/15.

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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