

WAHL Theodore  
Form 4  
January 07, 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 \*  
WAHL Theodore

2. Issuer Name and Ticker or Trading Symbol  
HEALTHCARE SERVICES GROUP INC [HCSG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
3220 TILLMAN DRIVE, SUITE 300  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/05/2011

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

BENSALEM, PA 19020

(City) (State) (Zip)

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

**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 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)  | Code  | V  | Amount                            | (D) | Price |

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.**

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying | 8. |
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-------------------------|---|-----------------------------------|----|
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-------------------------|---|-----------------------------------|----|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year)     | Securities (Instr. 3 and 4) |                  |                 |              |                            |
|---------------------|--|----------------------|-----------------|---|----------------------|-----------------------------|------------------|-----------------|--------------|----------------------------|
|                     |  |                      | Code            | V   | (A)                  | (D)                         | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
| Phantom stock       | \$ 0 <sup>(1)</sup>                      | 01/05/2011           | A               |   | 1,009 <sup>(2)</sup> |                             | 01/05/2011       | <sup>(3)</sup>  | common stock | 1,009                      |
| Stock option        | \$ 16.11                                 | 01/06/2011           | A               |   | 3,000                |                             | 01/06/2012       | 01/06/2021      | common stock | 3,000                      |
| Stock option        | \$ 16.11                                 | 01/06/2011           | A               |   | 3,000                |                             | 01/06/2013       | 01/06/2021      | common stock | 3,000                      |
| Stock option        | \$ 16.11                                 | 01/06/2011           | A               |   | 3,000                |                             | 01/06/2014       | 01/06/2021      | common stock | 3,000                      |
| Stock option        | \$ 16.11                                 | 01/06/2011           | A               |   | 3,000                |                             | 01/06/2015       | 01/06/2021      | common stock | 3,000                      |
| Stock option        | \$ 16.11                                 | 01/06/2011           | A               |   | 3,000                |                             | 01/06/2016       | 01/06/2021      | common stock | 3,000                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| WAHL Theodore<br>3220 TILLMAN DRIVE<br>SUITE 300<br>BENSALEM, PA 19020 |               |           | Executive Vice President |       |

## Signatures

/s/ Theodore  
Wahl

01/07/2011

\*\*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).

(1) SHARES ISSUED AT CONVERSION RATE OF 1 FOR 1

(2) ACQUIRED PURSANT TO AN ISSUER CONTRIBUTION UNDER THE HEALTHCARE SERVICES GROUP, INC DEFERRED COMPENSATION PLAN

(3)

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SHARES OF PHANTOM STOCK ARE PAYABLE IN KIND FOLLOWING TERMINATION OF THE REPORTING PERSON'S EMPLOYMENT WITH ISSUER

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.