HMS HOLDINGS CORP

Form 4/A

February 20, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

Stock Common

Stock

12/31/2013

1. Name and Address of Reporting Person * South Teresa			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N	Middle) 3. I	HMS HOLDINGS CORP [HMSY] 3. Date of Earliest Transaction			ISYJ	(Check all applicable)			
5615 HIGH POINT DRIVE			(Month/Day/Year) 10/05/2012				Director 10% Owner X Officer (give title Other (specify below) below) SVP, Human Resources			
	(Street)	File	4. If Amendment, Date Original Filed(Month/Day/Year) 01/03/2014				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
IRVING, TX 75038			01/03/2014				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-D	erivative S	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Da any (Month/Day/	Code	4. Securit n(A) or Dis (Instr. 3, 4) Amount 1,125	spose	d of (D)	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)	
Stock	10/05/2012		A	(2)	A	Ψ 27.70	7,596	D		

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

F

 $206 \frac{(3)}{}$ D

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D

27.79

\$ 22.7 7,596 (1)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration Date	or Title Numbe of			
						Exercisable					
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

South Teresa

5615 HIGH POINT DRIVE SVP, Human Resources

IRVING, TX 75038

Signatures

/s/ Walter D. Hosp by Power of Attorney for Teresa 02/20/2014 South

> **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).
- Includes 2,783 restricted stock units (RSUs) granted on February 27, 2013; 2,043 RSUs granted on October 5, 2012; and 2,770 RSUs granted on December 12, 2011.
 - On a Form 4 filed on October 9, 2012, the Reporting Person reported an RSU grant of 2,249 RSUs on October 5, 2012, of which 50% would vest based on the Issuer's achievement of certain pre-defined performance criteria and the Reporting Persons satisfaction of certain
- (2) service conditions. On November 15, 2013, the Issuer's Compensation Committee modified the October 5, 2012 RSU grant to remove the performance and service conditions. The 1,125 RSUs subject to those conditions now have the same vesting schedule as the remainder of the grant - 1/3 vested on December 31, 2013 and the remaining 2/3 will vest on December 31, 2014 and 2015, respectively.
- Shares being withheld reflect (i) 103 shares withheld and reported on a Form 4 filed on January 3, 2014 and (ii) 103 shares withheld based on the modification of the October 5, 2012 RSU grant (see footnote 1).

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.

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